

CHILLICOTHE CIVIC THEATRE, INC.
CONSTITUTION AND BY-LAWS
(As Amended November 15, 2015)

ARTICLE I NAME

The name of the corporation shall be Chillicothe Civic Theatre, Inc., hereinafter referred to as CCT.

ARTICLE II PURPOSE

SECTION 1. The specific purpose of CCT, as stated in its Articles of Incorporation, is "establishing, maintaining and conducting a stock theatre for the purpose of offering instruction in the arts and sciences; promoting education and knowledge of the theatre and acquiring and holding for such purposes, both real and personal property necessary and proper to carry-out said object and to receive and disburse funds and doing any and all things necessary or incident thereto".

SECTION 2. Such purpose shall include, but is not limited to producing plays, and other theatrical, musical, operatic and/or dramatic entertainment, thereby serving as center for all persons, regardless of age or experience, interested in any phase of theatrical activity, wherein they may advance their knowledge and skills for mutual benefit and for the recreational, educational, and cultural enrichment of the community, and to encourage and stimulate public interest in theatrical, dramatic, artistic, and intellectual forms of entertainment, particularly through instruction in acting, lights, sound, set designing, costume designing and other functions of theatre.

ARTICLE III ORGANIZATION

SECTION 1. The Executive Board is the governing body of the organization and shall consist of 8 officers and 3 trustees. Only members in good standing as of August 31 of the election year are eligible to be elected to the Board. Upon election of a new President of the Board, an ex-officio position, Immediate Past President, shall be created for the subsequent year only and shall be held by the previous President of the Executive Board for a non-renewable term of 1 year.

A. Powers. The Executive Board shall:

1. Be in charge of, control and manage all property belonging to the organization.
2. Approve of disbursements to cover the costs of production, rental of facilities and other services needed.
3. Ratify all standing and special committees and chairperson thereof as appointed by the President.
4. Establish the annual dues for all classes of membership.
5. Determine the performance calendar for the program year which will be Jan. 1 – Dec. 31.
6. Be responsible for day to day operations of CCT.

B. Duties. The Executive Board shall establish the philosophy and direction of CCT, provide long term continuity, correlate future goals with past objectives and accomplishments, control and manage the CCT property, oversee financial affairs, and propose changes to this Constitution and By-Laws. The Board shall consist of 8 elected officers and 3 Trustees.

1. **President:** Presides at all meetings, enforces the By-Laws, calls meetings of the Executive Board, and appoints all standing and special committees; the President shall be an ex-officio member of all standing and special committees; the President shall submit an annual report of standing and special committees.

2. **Vice President:** Assists the President, and in the absence of the President, assumes the duties and prerogatives of the President, presides at meetings in the absence of the President, and is responsible for planning and implementing annual Board training. Program leaders (Children's Theatre Liaison, Suitcase Theatre Director, etc.) will report to the Vice President on an ongoing basis.
 3. **Recording Secretary:** Records proceedings of all meetings by keeping minutes in which all recommendations, motions, and actions of CCT at said meetings are entered, and serves as an ex-officio member of the Membership committee.
 4. **Corresponding Secretary:** Oversees the publication of the CCT monthly newsletter, issues notices of all meetings and conducts correspondence. The Corresponding Secretary also works with the Membership Director to issue membership/sponsorship renewal reminders at the end of each season.
 5. **Treasurer:** Receives the funds of CCT, records all receipts and disbursements, pays by check all bills authorized by the Executive Board, makes financial reports at meetings including the annual business meeting in December which shall be the annual report. The Executive Board may request an audit of the Treasurer's records at any time.
 6. **Business Manager:** Conducts business and legal affairs associated with productions, including production sites, insurance, and securing any necessary written contracts.
 7. **Marketing Manager:** Responsible for short and long-term marketing and publicity for the organization, including the development and implementation of an annual marketing plan, advertising strategies, publicity and brand management.
 8. **Membership Director:** Maintains membership records, oversees annual membership drive(s), plans and manages membership recruiting, strategies, and events.
 9. **Trustees (3):** Duties shall include, but are not limited to, maintenance, inventory of real and personal property, grant writing, and bequest. Trustees shall aid in all phases of the organization with particular emphasis on long range planning.
- C. **Selection.** The officers shall be elected by majority vote at the annual general membership meeting to be held in December.
- D. **Term of office.** The officers shall serve for a term of one year commencing on the date of Jan. 1 and ending the following Dec. 31.
- E. **Term of Trustees.** The three Trustees of the organization shall serve for three (3) year terms with one Trustee being elected each year.
- F. **Longevity.** No officer may serve more than three (3) consecutive elected terms in the same office without a waiver signed by all current board members.
- G. **Vacancy.** Any officer or trustee shall be deemed to have voluntarily resigned and created a vacancy in their position if they have three or more absences from meetings which are not considered excused or excusable by the Executive Board.

SECTION 2 Standing Committees.

There will be the following Standing Committees, which Chairpersons may also be Board members and will be appointed by the President. Each committee chairperson shall appoint the members of their committee.

- A. **Marketing and Publicity:** Responsible for publicizing CCT productions and other activities through radio, newspaper, television, maintenance of website, and other means of public communications so as to insure proper awareness of such activity within the community. The Chairperson shall act as coordinator for publicity of all productions.
- B. **Historian:** Acquires items of memorabilia throughout the year and is responsible for keeping visual records in print and any other necessary media formats.
- C. **Season Selection:** This committee shall read and evaluate plays for the next year's productions. The committee shall present selections at the October Board meeting. The Board will make final selections at

the November meeting for the following year. It shall encourage all CCT members to read plays and to submit reports and recommendations to the committee. The Committee will recommend to the Executive Board those plays which are available to CCT and judged to be most appropriate for CCT production, giving due regard to contemporary community standards. A synopsis shall be prepared for the Board (and for permanent file) which includes a description of the show's contents and the Committee's evaluation whether the audience may be general or restricted in some manner. It shall be the Chairperson's responsibility to maintain a descriptive file of all plays read and to maintain a library for the storage of CCT records and literature.

- D. **Membership:** This committee shall keep an up-to-date file on all members of CCT. It shall notify each member one month prior to expiration of their membership. It shall help stimulate interest in obtaining new members for the organization.
- E. **Newsletter:** The committee shall publish a newsletter at least once a month and distribute it to the entire membership. The newsletter shall be the official publication of CCT, keeping the membership informed of the actions of the Executive Board and all CCT activities.
- F. **O.C.T.A. Delegate or Designee:** Delegate(s) shall attend Regional meetings of the Ohio Community Theater Association and keep the Executive Board and the membership informed of OCTA activities of interest to them.
- G. **Custodial:** Responsible for storing properties and keeping inventory of them. Trustee will chair this committee.
- H. **Budget:** Budget committee will consist of Treasurer, Business manager, and 1 Trustee or Board appointed member. Duties will include working with director on a budget for plays and submit an operating budget for the year.
- I. **Awards:** This committee shall be in charge of the annual Bob Placier award and any other awards that the Board deems necessary. Nominations for the Bob Placier award will be at the November board meeting if any names are submitted. Approval by Board members only.
- J. **Outreach:** To increase awareness of CCT and our general activities within the community and our membership, recruit new members, and organize events to facilitate same.
- K. **Development:** The committee shall be responsible for all fund-raising activities, including event management and capital campaigns.
- L. **Children's Theatre:** Responsible for selecting and overseeing repertoire for the Children's Theatre Wing.
- M. **Suitcase Theatre:** Responsible for booking performances, selecting/writing repertoire, and production of said repertoire.
- N. Other areas of needed support as determined by the Executive Board and the President.

SECTION 3. Restrictions

- A. The activities of CCT shall be conducted on a non-profit basis. Any monies derived from such activities shall be, in every case, expended for other activities within CCT.
- B. No member of CCT shall be paid for work done in connection with it, or in any of its productions, unless the Executive Board shall decide by vote that such payment is warranted.
- C. CCT may sponsor or participate in other theater-related activities deemed beneficial to its purpose.

ARTICLE IV MEMBERSHIP & SPONSORSHIP

SECTION 1. Membership

Membership shall be a requirement for all Executive Board Members, participating actors, stage and music directors, and set and technical crew. In addition, other individuals and corporations that wish to support the organization through membership may do so. Membership shall be based on the calendar year and shall be renewable annually. The Executive Board shall determine the levels of membership and schedule of fees for membership, which are to be reviewed on an annual basis.

SECTION 3. The Executive Board may, at its discretion, drop from the membership list the name of any person whose activities are not in the best interest of CCT, including but not limited to following the established policies of CCT.

SECTION 4. To participate in a production as a cast member or crew, a person shall be a dues paying member in good standing, unless waived for hardship by the Board.

SECTION 5. Membership in good standing privileges shall include:

- A. May vote on all questions brought before the general membership, as long as they have reached the age of majority.
- B. May introduce matters for discussion or decision at a general meeting of CCT.
- C. Eligible for election or appointment for any office, as long as they have reached the age of majority.
- D. May participate in CCT productions or any activity connected with CCT.
- E. May attend and observe meetings of Executive Board or any committee. However, any particular member may properly be requested to temporarily leave a meeting while a discussion is underway which specifically involves that member.

ARTICLE V MEETINGS

SECTION 1.

- A. There shall be a minimum of one regularly scheduled meeting of the general membership each year. Dates for this or these meetings shall be determined by the Executive Board.
- B. The Executive Board shall meet at a regular time each month, or, in the event of conflict, as near to that time as practical.

SECTION 2. Special meetings of the Executive Board or of the full membership may be scheduled by (a) a petition signed by one-fourth of the CCT membership in good standing, (b) a majority vote of the Executive Board, or (c) a call by the President at any time with five (5) days written notice to such involved members, which notice must include a statement of the specific purpose, or agenda item(s), for which the meeting is being called.

SECTION 3. A quorum at any general membership meeting shall consist of the actual members present.

SECTION 4. A quorum of the Executive Board shall consist of one-half or more of the members of such group.

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS

SECTION 1. The Nominating Committee shall consist of three (3) members of the organization appointed at the September meeting by the Executive Board. It shall be the duty of this committee to prepare a slate of willing and capable candidates. The Nominating Committee shall be comprised of one Executive Board member and two members who are not members of the Executive Board. The newsletter will list nominees prior to election of officers.

SECTION 2. Following the report of the Nominating Committee, additional nominations of eligible consenting members may be made from the floor.

SECTION 3.

- A. The method of voting shall be by voice, hand, or ballot. Method will be determined by Board Members present at the meeting.
- B. In the event a vote is cast for a person not nominated, said vote will not be counted.
- C. Proxy or absentee voting shall not be allowed.

SECTION 4. In the event of a vacancy occurring among the officers, the President shall appoint a trustee to fill such vacancy.

ARTICLE VII THE PLAY AND ITS DIRECTOR

SECTION 1. The selection of a Director shall be made by the Executive Board.

The Director shall submit a working budget in conjunction with the Budget committee to the Executive Board for approval before production begins.

SECTION 2. Business manager or his designee shall serve as production coordinator for each play.

SECTION 3. A Director may be removed only by resignation or, if in the judgment of the Executive Board, it is obvious that the play will fail to meet the artistic standards of CCT under such Director.

SECTION 4. When work has started on a play, it will take precedence over any other conflicting CCT activities, and all members shall devote their best efforts in promoting the play.

ARTICLE VIII FIDUCIARY DUTY OF LOYALTY

All members of CCT, including Executive Board members, committee chairpersons and members, must abide by the highest degree of fidelity and loyalty to the purpose and interests of CCT, in recognition of the educational and charitable purpose for which the not-for profit corporation has been formed and for which it has been recognized as exempt from federal tax liability. This includes a duty to keep CCT matters confidential, the disclosure of which could provide an improper advantage to others through premature or unauthorized revelation of the affairs of CCT. Similarly, conflicts of interest and self-dealing, or the appearance thereof, should be strictly avoided unless after full disclosure of the potentiality thereof to the Executive Board said Board approves the acceptance and the waiver thereof.

ARTICLE IX INDEMNIFICATION

With regard to any suit, claim or obligation of any kind lodged or filed against a trustee, officer, member, chairperson, committee member, or employee of the corporation, directly or indirectly, concerning a matter arising within the scope of service to the corporation by said trustee, officer, member, chairperson, committee member, or employee, the corporation shall defend and indemnify and hold harmless the trustee, officer, or employee, and may procure liability insurance to guarantee this commitment in whole or in part.

ARTICLE X PROCEDURE

Except as herein previously stipulated to the contrary, all business transacted shall be conducted in accordance with "Robert's Rules of Order".

ARTICLE XI ACCOUNTING PERIOD

The Corporation shall operate on a calendar year.

ARTICLE XII AMENDMENTS

SECTION 1. This amendment of November 15, 2015, supersedes and replaces the amendment of November 3, 2013.

SECTION 2. This Constitution and By-Laws may be amended at any regular meeting of the Executive Board or full membership of CCT by two-thirds vote, and providing that notice of the proposed

amendment has been given previous meeting or mailed to each member at least ten (10) days prior to the meeting.

SECTION 3. Amendment may also be made without a meeting, but such amendment requires the unanimous written consent of all persons then serving on the Executive Board.

ARTICLE XIII DISSOLUTION

As long as there are ten members of CCT willing to continue the organization, it shall not be dissolved. However, if it is to be dissolved, terms of dissolution, including disposal of properties and funds, shall be decided upon by the Executive Board, consistent with the provisions of the Articles of Incorporation and the law.

ARTICLE XIV ADOPTION

The undersigned President of the Chillicothe Civic Theatre hereby certifies that this version of the Constitution and By-Laws was duly adopted by the Chillicothe Civic Theatre Executive Board on the 15th day of November 2015.

A handwritten signature in cursive script, appearing to read 'Theresa Snyder', written over a horizontal line.

Theresa Snyder, President