

# **Pec Playhouse Theatre Bylaws**

**Adopted January 2016**

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**I. IDENTITY**

**A. Name**

1. This Organization shall be known as Pec Playhouse Theatre, hereinafter referred to as "the Organization".

**B. Location**

1. This Organization shall maintain its primary location of operation in the Village of Pecatonica, County of Winnebago, in the State of Illinois.

**II. PURPOSE**

**A. Mission Statement**

Pec Playhouse Theatre is a nonprofit organization dedicated to the production of theatre and the related arts. We provide encouragement, education, and opportunities to anyone with an interest in the performing arts.

**B. Type of Organization**

1. This Organization is organized for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.
2. This Pec Playhouse Theatre is a Not-For-Profit Corporation, duly organized under the statutes of the State of Illinois.

**C. Prohibited Actions**

1. 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.
2. 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.
3. 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.

**III. MEMBERSHIP**

**A. Eligibility**

1. Membership in the Organization is open to any individual, age 12 or older. An individual will be considered eligible for membership when the individual has either:
  - a. accumulated at least 10 hours of service or participation during the 12 months prior to the Annual Meeting, OR
  - b. paid in full the current membership dues as established by the Board of Directors.
2. All potential members must submit a membership application to the Secretary. The application must be accepted by a majority of the Board of Directors. The Board reserves the right to deny or revoke the membership of any individual for any just cause or action it deems necessary or appropriate. In order to nominate, vote, or be elected at the Annual Meeting, the membership application must be received by the Secretary by the December 1 prior to the January election.
3. Membership in the organization is open to any individual meeting the above requirements, without discrimination based on age, race, creed, color, national origin, gender or otherwise.

4. Once a membership is accepted, it is valid until December 31 the following year. (Example: If an application is accepted in May 2016, the membership would expire on December 31, 2017.)

**B. Privileges**

1. Members shall:
  - a. be allowed to nominate and vote for Directors to the Board at the Annual Election or any special elections where the Board seeks nominations from the membership
  - b. be allowed to vote on any other matter submitted to a vote of the membership
  - c. have the opportunity to attend any special functions offered to the membership
  - d. be allowed to serve as Committee chairs or Board Directors

**C. Membership Meetings**

1. Annual Membership Meeting
  - a. An Annual Meeting of the membership of the Organization shall be held as early as possible in January each year, in the county of Winnebago, State of Illinois, and shall be held at such time and place as determined by the Board.
  - b. The Annual Meeting shall include:
    - 1) an Election of Directors, following the procedure outlined in the Policies & Procedures Manual, Section 2.0.
    - 2) annual reports presented to the Board and the membership by all officers and committees
    - 3) an annual budget presented by the Treasurer as approved by the Board
    - 4) any other information of importance or interest as determined by the Board
2. Special Membership Meetings
  - a. The Board may call a special meeting of the membership at a time and place it shall select.
  - b. A Special Membership Meeting may also be called by five (5) members of the organization. These members must give public notice of the meeting as outlined in Section III, C-3-b. The notice must state the purpose of the meeting, including a proposed agenda.
  - c. Only the business pertaining to the reason of the meeting may be conducted at a Special Membership Meeting.
3. Notice of Meetings
  - a. Public notice of the time, date, and place of the Annual Meeting shall be given no later than thirty (30) days before the date of the meeting.
  - b. Public notice of the time, date, and place of any special Membership meeting shall be given no later than seven (7) days before the date of the meeting.
4. Quorum
  - a. A quorum for the transaction of business at any Annual Meeting or Special Membership Meeting shall consist of two parts:
    - 1) a 2/3 majority of the Board, AND
    - 2) a quorum of non-Director members, which shall be computed as follows: number of Directors present plus five (5) non-Director members. (Examples: if 9 Directors are present, there must be 9 + 5 non-Director members present or a total of 14 non-Directors; if 7 Directors are present, there must be 7 + 5 non-Director members present or a total of 12 non-Directors.)
5. Requirement for Voting
  - a. For all matters submitted to a vote of the Membership, the Members must vote in person at the meeting. Absentee or proxy votes of any kind shall not be allowed.

IV. BOARD OF DIRECTORS

A. Powers

1. A Board of Directors shall manage all affairs of the Organization, and shall be responsible for the financial and artistic direction and growth of the Organization.

B. Composition

1. The Board shall consist of nine (9) Directors, who are elected by the membership.
2. The membership shall strive to elect Directors with a balance of backgrounds in theater, public relations, fundraising and business.

C. Eligibility

1. Nominees for the Board:
  - a. must be a member in good standing of the Organization
  - b. must have reached the age of majority in the State of Illinois at the time their term as Director begins
  - c. cannot be a Board member of any other theatre organization which shares patrons/audience, financial support, or volunteers with the Organization
  - d. cannot be elected if the term they wish to serve exceeds the limits specified in IV-G

D. Elections

1. The procedure for nominations and election of Officers is outlined in the Policies & Procedures Manual, Section 2.0.

E. Privileges

1. Each Director shall have one vote on any matter to be acted upon by the Board.
2. Each Director shall receive one complimentary admission to each theatre production or performance event in the calendar year.

F. Duties and Expectations of the Board of Directors

1. Duties & expectations of Board Directors are outlined in the Board Director Job Description.

G. Term of Office

1. Terms shall be two (2) years in duration, and shall begin immediately following the election, and end when their position is vacated or their successor has been elected and installed.
2. The terms of Directors shall be staggered such that a minimum of three (3) directors are elected each year.
3. Directors may not serve more than a total of eight (8) years in any ten-year period.

H. Board of Directors Meetings

1. Regular meetings
  - a. The Board shall meet at least once per month at a time and place it shall select.
2. Special Meetings
  - a. Special meetings of the Board may be called by, or at the request of, the President or any three (3) Directors, provided all Directors are adequately informed of the time, place and reason of such meeting.
  - b. Only the business pertaining to the reason of the meeting may be conducted at a special Board meeting.

- 3. Notice of Meetings
  - a. Public notice of the time, date, and place of all Regular and Special Board meetings shall be given no later than seven (7) days before the date of the meeting.
- 4. Quorum
  - a. A 2/3 majority of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.
  - b. Unless otherwise required by law or by these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
  - c. If no quorum exists at a Board meeting, the meeting can be held with minutes taken, but no votes can be cast.

I. Resignations

- 1. Any director resigning from the Board shall submit their resignation in writing to the Board.
- 2. If a director has missed three (3) consecutive Board meetings without explanation, the Board may determine a resignation is implied.
- 3. Resignations are not effective until they are accepted by a majority of the Board. The Board is not obligated to accept all resignations, or to accept them immediately.

J. Removal

- 1. A director may be removed from the Board by a majority vote of the Board.

K. Filling Vacancies

- 1. The procedure for filling vacancies on the Board of Directors is outlined in the Policies & Procedures Manual, Section 2.2.

V. OFFICERS

A. Classifications

- 1. The officers shall be President, Vice President, Secretary and Treasurer.

B. Eligibility

- 1. Candidates for any Officer position must be a Director on the Board.

C. Elections

- 1. Nominations and elections for all Officers on the Board shall be conducted at the first meeting of the Board following the Annual Election.
- 2. The procedure for nominations and election of Officers is outlined in the Policies & Procedures Manual, Section 2.1.

D. Term of Office

- 1. Officer's terms shall be for one year, beginning on the day they were elected to office and shall expire when their office has been vacated or their successor begins a new term.

E. Resignations

- 1. Any Officer resigning from their office shall submit their resignation in writing to the Board.
- 2. If an Officer has missed two (2) consecutive Board meetings without explanation, the Board may determine a resignation from that Officer position is implied.

3. Resignations are not effective until they are accepted by a majority of the Board. The Board is not obligated to accept all resignations, or to accept them immediately.

F. Removal

1. An Officer may be removed from office by a majority vote of the Board.
2. Removal from an Officer position does not remove the Director from the Board.

G. Filling Vacancies

1. The procedure for filling vacancies of Board Officers is outlined in the Policies & Procedures Manual, Section 2.3.

H. Duties and Expectations of Board Officers

1. In addition to the duties & expectations of other Board Directors, specific duties & expectations for Officers are outlined in the Board Officer Job Descriptions.

VI. COMMITTEES

A. Standing Committees

1. The Board of Directors shall establish the necessary Standing Committees to assist them in the management of the organization. These committees should address areas such as assets, finance, events, publicity, etc. Details on current Standing Committees are outlined in the Policies & Procedures Manual, Section 3.
2. The general purpose of these committees will be:
  - a. To serve the Board by:
    - 1) making recommendations to the Board on any matter committed to it by the Board.
    - 2) taking any necessary, reasonable and appropriate action to execute or implement the decisions and recommendations approved by the Board.
    - 3) allowing the Board to primarily focus on managing the affairs of the Organization
  - b. To provide opportunities and to encourage anyone interested in becoming involved or wishing to participate in our Organization and its activities.
  - c. To work towards achieving financial, attendance, and other goals set forth by the Board each year.

B. Ad Hoc Committees

1. The Board may also establish special Ad Hoc committees from time to time as necessary to accomplish specific tasks not within the scope of the standing committees or which are of a short duration. Ad Hoc committees cannot essentially duplicate the function of a standing committee and will dissolve upon completion of its assigned tasks.

VII. FISCAL YEAR

- A. The fiscal year of the Organization shall be January 1st through December 31st.

VIII. REVIEW SCHEDULE AND AMENDMENT OF THE BYLAWS

A. Review Schedule

1. These Bylaws shall be reviewed at least every five (5) years. If a Standing Bylaw Committee does not exist when a review is due, the Board of Directors shall form an Ad Hoc Bylaw Committee to conduct the review and propose changes or updates.

B. Requirements for Proposed Amendments

1. Amendments may be proposed at any time by an Organization member or a Bylaw committee. All proposed amendment changes must be submitted in writing to the Board.
2. All proposed amendments must be reviewed by a Bylaw committee, which will then recommend the changes to the Board for their review.
3. Once a revised draft has been approved by the Bylaw committee and the Board of Directors, public notice that changes are being proposed shall be given to the Membership.
4. The Membership may submit in writing to the Bylaw committee any comments or questions regarding the proposed changes for a period of thirty (30) days from the date of the public notice given in section VIII-B-3.
5. After the 30-day comment period, the Bylaw committee shall review the Membership's comments and finalize the proposed amendments. The committee shall submit this final document to the Board.
6. The Board must submit the final proposed amendment document in writing to the Membership of the Organization to be voted upon by the Membership. This notification must include the date, time and location of the meeting where the amendments will be voted upon.

C. Voting on Proposed Amendments

1. Proposed amendments cannot be voted upon for a minimum of thirty (30) days from the date of their submittal to the Membership.
2. Proposed amendments must obtain at least a three-fifths (3/5) vote of the voting members present to be adopted.

IX. DISSOLUTION

A. Distribution of Assets

1. Upon the dissolution of this 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 a public purpose.