

**Proposed Bylaws for
Strollers Theatre, Ltd.**

Article I. Name and Purpose

Section 1. This corporation shall be known as Strollers Theatre, Ltd.

Section 2. The purpose of Strollers Theatre is to promote interest and participation in all aspects of community theatre.

Section 3. This is a non-profit organization. No part of the net earnings of the group shall inure to the benefit of any private individual.

Article II. General Membership Meetings

Section 1. At least two membership meetings will be scheduled per year.

A. The annual meeting will be held prior to the opening of the last show of the season. At the annual meeting, the members will nominate and elect members to the Board of Directors as set forth in Article IV Section 16.

B. A production meeting will be held prior to opening the first show of the season. The purpose of this meeting is to confirm and announce the production staff for each scheduled production.

Section 2. General meetings can be called:

A. By the president of the Board of Directors.

B. At the request of two Board members.

C. At the written request of 5% of the membership which describes one or more purposes for which it is held.

Section 3. Robert's Rules of Order Newly Revised in its current edition shall govern the conduct of all meetings.

Section 4. A quorum at general meetings shall consist of the members present.

Section 5. The membership must be notified of all meetings (regularly scheduled or special meetings) at least seven (7) calendar days prior to the meeting. Notification of all membership meetings will be posted on the Strollers

website. Each member shall be notified by email unless otherwise requested.

Article III. Membership

Section 1. General Membership shall be open to all persons who:

- A. Are 16 years of age or older.
- B. Have participated in one or more Strollers productions, committees, or others activities approved by the Board of Directors.
- C. Have paid annual dues.
- D. Have provided appropriate contact information.

Section 2. Membership benefits include individual voting rights, discounted ticket rates as approved by the Board of Directors, ability to submit play(s) to the Play Selection committee, committee participation and eligibility to run for the Board of Directors and/or hold an officer position.

Section 3. Dues shall be determined by the Board of Directors and approved by the general membership. Membership dues will be accepted at the beginning of any general meeting or through mailed membership application and payment of dues to Strollers Theatre.

Section 4. No member shall act as a representative of the organization without explicit approval of the Board.

Section 5. Members are expected to participate in any of the organization's activities where a need exists. Participation includes (but is not limited to) active engagement in committee activities, production support, or Board membership. Members are expected to maintain current contact information with the Strollers Secretary.

Section 6. Members are expected to satisfactorily complete any project they assume.

Section 7. The Board of Directors is empowered to terminate a membership for violating this article. A majority vote of the entire Board is necessary to take such action. Once a membership has been terminated the member may no longer participate in any Strollers activity, and forfeits all benefits and any dues previously paid. A person whose membership was terminated may be reinstated after one year after application to, and the approval of, the Board of Directors.

Section 8. Members are responsible for conducting themselves with professionalism, courtesy, and appropriate behavior.

Article IV. Board of Directors

Section 1. The Board of Directors shall consist of no less than six (6) and no more than nine (9) elected members. The Board of Directors shall include the positions of president, vice president, treasurer, secretary, and publicist. They shall manage the affairs of the corporation and have primary responsibility and authority to plan, supervise and ensure the success of each production and all activities of the corporation.

Section 2. The Board of Directors shall meet regularly as deemed necessary by the Board. Official and reasonable notice must be provided to all members of the Board of Directors of a scheduled special meeting.

Section 3. A full quorum must be present for an official vote to mandate action of the corporation. A quorum consists of the lowest number greater than one half of the elected Board members.

Section 4. Vacancies of the Board shall be filled in the following actions:

- A. A vacated officer position may be filled by the appointment of the President and approval of the majority of the Board. This person will fulfill the remaining term.
- B. A vacated Board position that is not an officer position may be filled by appointment as stated in Section 4.A or left vacant until the next membership meeting as deemed by a majority vote of the Board of Directors.

Section 5. Directors shall receive no compensation but may be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

Section 6. Directors shall be entitled to indemnification for actions as Directors to the extent permitted by Wisconsin law.

Section 7. The Board of Directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the Board.

Section 8. Terms of Office: Members of the Board of Directors may serve in their elected officer position for two (2) year terms. No individual may serve on the Board of Directors for more than three (3) consecutive terms. Once

they have fulfilled three (3) terms they are required to wait one (1) year before running for the Board.

Section 9. The President shall:

- A. Be elected on even-numbered years.
- B. Preside over all general membership meetings and Board meetings.
- C. Appoint all special committee chairs with the approval of the Board.
- D. Be an ex-officio member of all committees voting only in case of a tie.
- E. Co-sign all checks with the treasurer.
- F. Serve as a non-elected member of the Board for one year in the term immediately following the end of their elected term.

Section 10. The Vice President shall:

- A. Be elected on odd-numbered years.
- B. Act in the absence of the president and possess all powers and responsibilities of the president.
- C. Preside as Chair of the Play Selection committee and report all progress to the Board of Directors.

Section 11. The Secretary shall:

- A. Be elected on odd-numbered years.
- B. Possess a current membership list at all general and Board meetings.
- C. Record and keep minutes of all meetings.
- D. Maintain all official records of the group not specifically delegated to other officers.
- E. Send out notices of meetings, auditions, elections and general correspondence.

Section 12. The Treasurer shall:

- A. Be elected on even-numbered years.

- B. Collect and disburse all funds at the direction of the Board.
- C. Keep accurate accounting of receipts and payments.
- D. Co-sign all checks with the President.
- E. Provide financial reports at each Board meeting, including budgets specifically relating to production.
- F. Submit a written annual report to the general membership.

Section 13. The Publicist shall:

- A. Be elected on even-numbered years.
- B. Oversee advertising and promotion of all productions.
- C. Chair the Publicity committee.

Section 14. At-large Board Members shall:

- A. Be elected two (2) on even years, two (2) on odd years.
- B. Serve on a standing committee defined in Section 15.

Section 15. Standing Committees shall include, but are not limited to:

- A. Publicity.
- B. Production Management.
- C. Membership Activities.
- D. Fund Raising.
- E. Play Selection.

Section 16. Election of board members shall take place at the annual meeting of members. Each voting member may cast one vote for each position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting. If no candidate receives a majority of votes in the first round of balloting the two candidates with the most votes will stand for election in a second round. Ballots shall be individually cast for each position in the order presented in Article VI Sections 9 through 13. Members may run for any and all positions at the election meeting.

Section 17. Robert's Rules of Order Newly Revised in its current edition shall govern the conduct of all meetings.

Article V. Productions

Section 1. The Board of Directors will be responsible for approving the production season as recommended by the play selection committee. Final approval is confirmed with the majority vote of the membership present at annual meeting.

Section 2. The Board of Directors shall appoint three (3) members each year to the Play Selection committee by majority vote of the Board of Directors. Play selection committee members serve a three (3) year term, except for the vice president.

Section 3. The Board of Directors will recruit and approve with a simple majority vote all producers and directors for the production season.

Section 4. During the production process, the Board of Directors is responsible for overseeing designated producers in regards to maintaining budget expectations and production qualities of Strollers Theatre.

Section 5. All auditions are to be publicly posted through appropriate websites, press releases and/or regularly scheduled mailings to the membership.

Section 6. All production budgets must be approved by the Board of Directors and expenditures must be approved by the producer.

Section 7. Any member of the production staff (performer, designer, director, or crew member) is expected to contact the producer of the show if there is an on-going and growing concern. It is the responsibility of the producer to resolve any conflict in a timely and efficient manner. Throughout the process, any member of the production team may be replaced if they clearly demonstrate incompetence or jeopardize the safety or well-being of anyone involved in the production. Any and all complaints issued to the producer must be communicated to a member of the Board within 24 hours of incident or complaint. That Board member shall bring it to the attention of the entire Board for appropriate action.

Section 8. Complimentary ticket policy shall be a joint decision between the director, producer and the Board of Directors.

Section 9. A production season voted upon by the membership may not be amended without:

- A. A majority vote of the Board of Directors and,
- B. A recommendation from the Play Selection committee and,
- C. A special membership meeting convened with 7 days notice. A majority vote of all members present is necessary to amend the season.

Article VI. Amendments to the Bylaws

Section 1. Amendments can be moved at any general meeting and will be considered when the motion carries a simple majority of the votes cast. Once a considered amendment has been carried it may not be modified.

Section 2. At the next general meeting the considered amendment(s) must receive at least a two-thirds majority of the votes cast to be adopted.

Section 3. Before the second meeting, each member must receive a copy of the considered amendment(s) and be informed of the impending vote for adoption.