

STARKVILLE COMMUNITY THEATRE
BYLAWS
Approved 1980
Amended 1982, Amended 2005, Amended 2008

ARTICLE I. PURPOSE

This corporation is organized to further civic improvement in the City of Starkville and in Oktibbeha County, Mississippi, and elsewhere, by means of establishing a Community Theatre for the presentation of the dramatic arts, to stage and produce plays and dramatic performances and to do and engage in all forms of activity commonly associated with the theatre or entertainment; to hold, own, operate and lease real and personal property needful and necessary to carrying out the stated purposes of the corporation: to do, engage in, and promote any and all activities needful and necessary for carrying out the purposes of said corporation; and to do any and all things for the educational development and entertainment for the general public; to contract with any and all entities as may be reasonably necessary to carry out the stated purposes of the corporation; to engage in any and all related business activities which may be necessary by reason of the stated purposes of the corporation.

ARTICLE II. OFFICES

The principal office of the corporation in the State of Mississippi shall be located in The City of Starkville, County of Oktibbeha. The corporation may have such other offices, either within or without the State of Mississippi, as the Board of Directors may designate or the business of the corporation may require from time to time. The registered office of the corporation, required by Section 11-3 of the Mississippi Code of 1972, as annotated, to be maintained in the State of Mississippi may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section I. The Monthly Meeting

The monthly meeting of the membership shall be held during the first week of every month, unless advertised for an alternate date. Members are people who attend a monthly meeting and declare themselves as members.

Section II. Quorum

At any regular meeting of the membership no fewer than ten people will constitute a quorum.

Section III. Voting

Subject to the provisions of these Bylaws, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership.

Section IV. Proxies

At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact.

Section V. Special Meetings

Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board Directors.

Section VI. Place of the meeting

The Board of Directors may designate any place, either within or without the State of Mississippi, as the Place of any regular meeting or any annual meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section I. General Powers

The business and affairs of the corporation shall be under the supervision of its Board of Directors. The Board shall be responsible for the establishing of policies and operating procedures of the corporation and shall assist the officers in fulfilling the purposes of organization.

Section II. Number and Tenure

There shall be nine (9) Directors of the corporation, each of whom shall serve a term of three years. At the May meeting of the membership, three Directors shall be elected to the Board of Directors by the membership. A printed ballot of nominees shall be prepared by the Nominating Committee; nominees must have consented to serve, if elected. A Director who has served two, three-year, consecutive terms will not be eligible for re-election for a period of one year. If a vacancy on the Board occurs, a Director to fill the unexpired term shall be recommended by the President and voted on by the membership.

Section III. Officers

The President of Starkville Community Theatre shall serve as *ex officio* member of the Board and as the non-voting Chairman/Chairwoman of the Board. The Secretary of Starkville Community Theatre shall serve as the Secretary of the Board of Directors.

Section IV. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately before or after, and at the same place as, the meeting of the membership. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Mississippi, for the holding of additional regular meetings without notice other than such resolution.

Section V. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Mississippi, as the place for

holding any special meeting of the Board of Directors called by them. The Meetings shall be governed by *Robert's Rules or Order*.

Section VI. Notice

Notice of any special meeting shall be given at least two days prior to the called meeting. Written notice shall be delivered personally or e-mailed to each Director, Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice.

Section VII. Quorum

A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Section

VIII. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section IX. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the Directors.

Section X. Compensation

No compensation except actual out-of-pocket expenses for any person shall be offered or paid.

Section XI. Presumption of Assent

A Director of the corporation who is present at any meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted favor of such action.

ARTICLE V. OFFICERS

Section I. Officers

The officers of the corporation shall be a President, a President Elect, a Vice-President in charge of play selection, a Vice-President in charge of membership, a Secretary, a Treasurer, and a Historian elected by the membership. Such other officers and assistant officers as may be deemed necessary may be elected by the membership or appointed by the Board of Directors

with the consent of the membership. No person shall be entitled to hold more than one office at the same time.

Section II. Election and Term of Office

Officers of the corporation shall be elected by the membership at the May meeting and shall assume their offices in September. (Newly elected officers should work with the outgoing officer in a transition period from May to August). The term of office is two years.

Section III. Removal

Any officer or agent may be removed by the Board of Directors or by the membership whenever in their judgment the best interest of the corporation will be served thereby.

Section IV. Vacancies

A vacancy in any office may be filled at the next regular meeting by an election by the membership for the unexpired portion of the officer's term.

Section V. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the membership. The President with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, will sign deeds, mortgages, bonds, contracts, notes, or other instruments which the Board of Directors has authorized to be executed, excepting cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of Directors from time to time.

Section VI. President Elect

The President Elect shall perform all duties as set forth by the President. In the absence or incapacitation of the President, the President Elect shall perform the duties of the President, with all attendant powers and restrictions. This officer shall ascend to the Presidency.

Section VII. Vice-Presidents

The Vice-Presidents shall perform their stated duties and such duties as may be assigned to them by the President or by the Board of Directors.

Section VIII. Secretary

The Secretary shall (a.) Keep the minutes of the proceedings of the membership and of the Board of directors in one or more books provided for that purpose; (b.) See that all notices are given in accordance with the provisions of these Bylaws or as required by law; (c.) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d.) Keep a register of the Post office and e-mail addresses of each member which shall be furnished to the Secretary by each member; (e.) In general perform all duties

incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section IX. Treasurer

The Treasurer shall (a.) Have charge and custody of and be responsible for all funds and security for the corporation; (b.) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and (c.) In general perform of the duties incident the office of Treasurer and such other duties from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of all duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section X. Historian

The Historian shall keep the history of the corporation.

Section XI. Salaries

No officer of the corporation shall receive a salary for his services, though he/she may be recompensed for actual out-of pocket expenses.

Section XII. Nominating Committee

A nominating committee of at least three (3) members shall be named by the President at the April meeting of the corporation. The Committee shall prepare a printed ballot of candidates to be voted on by the membership at the May meeting. Candidates must be members and must have consented to serve in the offices, if elected.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section I. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or consigned to specific instances.

Section II. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section III. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the and in manner as shall from time to time be determined by resolution of the Board of Directors.

Section IV. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or depositories as the Board of Directors may select.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June in each year.

ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of the Corporation and the words "Corporate Seal."

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the articles and corporation or under the provisions of the Mississippi Code of 1972, as annotated, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the membership. Proposed changes must be presented, in writing, one month before they are to be voted on.

ARTICLE XI. EXECUTIVE COMMITTEE

Section I. Executive Committee

The officers of the corporation as specified in Article V will constitute the Executive Committee. The designation of such a committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section II. Quorum

A majority or the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of the majority of the present at a meeting at which a quorum is present.

Section III. Actions Without a Meeting

Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Executive Committee.

Section IV. Vacancies

Any vacancy in the Executive Committee shall be filled under the provision of Article IV of these Bylaws.

Section V. Resignation or Removal

Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by majority of the full Board of Directors. Any members of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section VI. Procedure

The President shall preside at all meetings and the Executive Committee may fix its own rules of procedures which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

ARTICLE XII. COMMITTEES

Section I. Committee Appointment

All committees, as needed, shall be appointed from the membership by the President.

Section II. Duties

Any committee organized under the authority of this article shall have any duties and obligations as are necessary to carry out the purposes of their organization.

Article XIII. Non-Discrimination

The does not discriminate on the basis of race, color, religion, national origin, sex, age or handicap.