

Sand Springs Community Theatre, Inc.

AMENDED BY-LAWS

ARTICLE I

Name: The name of the organization is Sand Springs Community Theatre, Inc., hereinafter referred to as “**SSCT**” in all instances both public and private.

ARTICLE II

Purpose: Notwithstanding any other provisions of these articles, **SSCT** is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under **Section 501 (c) (3) of the Internal Revenue Code**, or the corresponding section of any future federal tax code. **“To engage in any lawful act or activity, for which corporations may be, organized under the general corporation law of Oklahoma”** and by such statement all lawful acts and activities shall be within the purpose of the corporation, except for express limitations, if any.

Restrictions: No substantial part of the activities of **SSCT** shall be carrying on propaganda, or otherwise trying to influence legislation (except as otherwise provided by the Internal Revenue Code section 501 (h)). **SSCT** does not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SSCT shall maintain the ability to reimburse and pay for services to **SSCT** so long as the board approves of the reimbursement or payment for services and same is not in violation of IRC rules or state rules which govern **SSCT**, a non-profit Oklahoma corporation.

ARTICLE III

Mission: To develop a company that is respectfully dedicated to the exploration and celebration of the performing arts; to strive to serve and entertain our entire community by including all ranges of age and ability level in order to encourage positive interaction among our townspeople; to connect Sand Springs to the greater world through the medium of art; and to stimulate progressive and cooperative growth for our community.

Policies: **SSCT** shall not discriminate on the basis of race, religion, physical impairment, sex, sexual preference, age, creed, national origin or city of residence. It will not tolerate said discrimination by any of its members nor be used by any member as a personal or political vehicle or platform. **SSCT** prohibits any release of mailing lists or meeting records for any purpose other than authorized theatre business. These lists or records are not to be used for commercial, personal or political purposes.

The SSCT Board of Directors shall adopt a Conflict of Interest Policy.

ARTICLE IV

Membership: General Membership is open to the public. General Membership will consist of persons on the Board of Directors, members of Standing Committees, and such other individuals who have shown, by active participation, a commitment to the objectives of **SSCT**.

General Membership may be attained, upon request to any Board Member, by management or play production participation. Board Members receiving membership requests shall report that request to the Board at the next regular Board Meeting. To become an active member, applicants must participate in a single production part (cast, crew or staff) from beginning to completion. The applicant is considered in pending status until this requirement is met. After the requirement is completed, the applicant is considered active and shall be entitled to vote on matters presented to the General Membership. Members under the age of 16 shall not have the right to vote at General Membership meetings.

The Board of Directors shall have exclusive and binding discretion in judging whether the requirements for participation have been satisfied.

At the January meeting of the Board of Directors, and only at this meeting, the Board shall review the active general membership roster. The Board shall judge participation during the past year (between annual membership meetings) and may assign non-participating members to inactive status if they have not participated in five (5) years following a general membership meeting. The Secretary will mail appropriate notice to these members. A member will be considered active until assigned to inactive status. Inactive members may not vote at general membership meetings.

ARTICLE V

Board of Directors: The Board of Directors shall control the property and internal affairs of **SSCT**. The Board shall set all production policies for shows produced by **SSCT**, in consultation with the Artistic Director, who shall serve as a member of the Board.

Persons not on the Board can still influence the direction of **SSCT** by serving on Standing or Special Committees, or by making proposals and suggestions directly to the Board. The Board is bound to consider all such proposals.

Election of Board Members: Elections shall take place at the annual General Membership meeting held in January of even years. In order to qualify for nomination to the board, an individual must be an active General Member for one full season and fulfill active responsibilities in two productions. Nominations for board members must be submitted at the December meeting prior to elections. Voting will be accomplished with paper ballots naming all candidates with an indication of "yes" or "no" for each candidate. The entire active General Membership may vote.

After election, the new officers elect will begin collaborating for the upcoming season and will take office at the beginning of the next season, July 1, and receive full voting rights at that time.

The Board of Directors shall consist of at least seven (7) members and no more than nine (9). Qualifications shall include a demonstrated interest in, and support for, the objectives and policies of **SSCT**.

Board Members shall be elected at the January meeting and serve two (2) year terms. Upon the initial ratification by these by-laws and the election of the Board, members thereof shall consist of the following: President, Vice-President, Secretary, Treasurer, Production Manager and three (3) Members-at-Large. Upon election the board will then appoint an Artistic Director who will have full voting rights.

Vacancies: Should a mid-term vacancy occur, the President, with the advice and consent of the Board, shall appoint a replacement to complete the remainder of that term. Appointment of an elected Board member as Artistic Director creates a vacancy to be filled pursuant to this paragraph.

Quorum: Five (5) of the nine (9) members of the Board must be present for official business to be conducted providing all positions are filled; if vacancies exist on the board, then a quorum is considered to be a simple majority of the active Board. A majority vote of the members present and voting shall be deemed an official act of the Board. Proxy or mail votes shall not be allowed; however, views expressed in writing by absent members shall be given consideration.

Regular Meetings: Open meetings of the Board shall be held monthly. Before adjournment, the date, time and place of the next meeting will be determined and announced.

Special Meetings: A special meeting of the Board may be called by the President, or by a majority of the Board Members, with at least 48 hours notice to all Board Members. Notice may be by phone, email or US mail. Special meetings may be held in closed session at the option of the Board.

Annual Meeting: The Annual Meeting of the board and members shall take place at the January meeting each year. The primary function of the Annual Meeting shall be as follows:

- a) To review the past year's activities;

- b) To tentatively schedule the upcoming year's activities;
- c) To review the finances for the past fiscal year;
- d) To project the financial needs and means to meet the needs of the forth coming year; and
- e) To elect members of the board by a simple majority vote of the General Membership, after which the newly-elected members of the board shall appoint officers.

Conduct of Meetings: The President, or in the President's absence, the Vice-President, shall preside at meetings of the Board. In the Secretary's absence, a person appointed by the presiding officer shall act as Secretary.

Removal: The Board of Directors is empowered to remove or expel any Board or General Member for the benefit of **SSCT** by a three-quarters vote of the entire membership of the Board for actions deemed harmful to **SSCT**.

Vacancy: In the event that a Board Member shall, within one calendar year, miss four (4) total or three (3) consecutive, Board meetings without acceptable cause and prior notification to the presiding officer, this seat shall be declared vacant. The Secretary shall, in writing, notify the former Board member.

Appeals: An appeal concerning any removal or vacancy must be presented in writing to the Board within thirty (30) days of notification. Such removal or vacancy shall be reviewed by the Board on a case-by-case basis, and may be repealed by a majority vote of the remaining Board members present and voting at a regular or special Board Meeting.

ARTICLE VI

Officers: The officers of **SSCT** shall have the powers and duties generally ascribed to their respective offices and such additional authority or duty as may, from time to time, be established by the Board of Directors.

The officers of **SSCT** shall be President, Vice-President, Secretary, Treasurer and Production Manager. Officers shall be chosen by and from the Board of Directors of **SSCT** in January of even years.

The officers shall be elected by the Members of the Board at the January Annual Meeting in even years. Their elected term shall be two (2) years or until their successors are elected and installed.

President

The President shall preside over all scheduled meetings. The President may also call and preside over Special Meetings as circumstances warrant.

Vice-President

The Vice-President fulfills the functions of the President when the President is unavailable. The Vice-President is an Ex-Officio member of all Committees. The Vice-President is responsible for maintaining the General Membership Roster and for communications to the general membership.

Treasurer

The Treasurer is responsible for managing all financial, fiscal and tax filing requirements for **SSCT**. These duties are enumerated in the SSCT Operations Manual. The books and records and all financial documentation shall be ready for review in January of each year, by the committee appointed by the President at the Annual Meeting.

Secretary

The Secretary shall be responsible to keep and make available minutes of all general meetings. Records of minutes shall be available to the general public to review upon request.

Production Manager

The Production Manager shall be responsible for all non-performance aspects of production preparation. Specific duties of the Production Manager are enumerated in the Operations Manual.

Artistic Director

The Artistic Director shall be appointed by the Board of Directors after the election of Board members in January of even years. The appointed term shall be two (2) years. The Artistic Director shall be responsible for planning and overseeing the season for **SSCT**. Duties include selecting the shows, dates, and time of performance. This information should be ready for approval by the Board and the members at the March meeting each year. The Artistic Director will work with the Production Director for each show to coordinate all performance aspects of the production. The Artistic Director shall appoint a committee to help in these duties. Specific duties of the Artistic Director are spelled out in the Operations Manual.

Members-at-Large

Members-at-Large are voting members of the Board of Directors. These individuals shall be responsible for attending all meetings of the Board of Directors and may assume such other duties as deemed necessary by the Board.

Vacancies

Should an Officer vacancy occur, the Board of Directors shall select and install a replacement within two board meetings after the vacancy occurs. The new Officer shall serve the remainder of the term for the vacant position.

Operations Manual

The Board shall develop and maintain an Operations Manual which will provide job descriptions and policies for all aspects of SSCT.

ARTICLE VII

Indemnification: The **SSCT** shall indemnify, defend and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative by reason of fact that such person is or was an officer, employee, or agent of the **SSCT**, or is or was

serving at the request of **SSCT** as an officer, employee, or agent of the corporation, partnership, joint venture, trust or other enterprise, against expense, judgments, fine, and amounts paid in settlement actually and reasonably incurred by such person in connections with such action, suit, or proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of **SSCT** and with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful.

ARTICLE VIII

Dissolution: Upon the dissolution of the corporation, the directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of its assets in conformity with law to one or more organizations engaged in activities substantially similar to those of the Corporation, provided, however, that any such recipient organization shall be qualified as a tax-exempt organization under the provisions of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

Amendments: These By-Laws are a "living" document and may be suspended by a majority vote of the Members present and voting at a regular or special Board meeting. The By-Laws may be amended in the same way. All amendments shall be submitted to the active General Membership for ratification at the next regular or special General Membership meeting.

Mary Jane Kelly 1/21/10
President

Kathy McFarland 1-21-10
~~Secretary~~ Treasurer