

Sand Springs Community Theatre, Inc.

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, Sand Springs Community Theatre, Inc. is organized exclusively for the following purposes 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 Sand Springs Community Theatre, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code section 501 (h). Sand Springs Community Theatre, Inc. 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 (Oklahoma) 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: 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. Prohibits any release of mailing lists or meeting records for any purpose other than authorized Theater business. They 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. Qualifying participation shall require the equivalent of an assigned single production part (cast, crew or staff), from the beginning to completion. The participation in any authorized or assigned activity of the theater in the area of theater applicant shall be in pending status until this participation is met. Board members receiving membership requests shall report that request to the Board at the next regular Board meeting. 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 for two years following a general membership meeting. The Secretary will mail appropriate notice to each member so affected. A member will be considered active until assigned to inactive status. Inactive members may regain active status under the terms of paragraph 3. 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 at the pleasure of the Board.

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

The Board of Directors shall consist of six (5) members and no more than (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-year terms. Upon the initial ratification of these by-laws and the election of the first Board, members thereof shall consist of the following: president, vice-president, secretary, treasurer and artistic director, and up to (4) members at large.

Board members may not serve more than two consecutive terms. Following completion of two consecutive terms, Board members are ineligible for re-election for one year, though they shall retain their General Membership in the organization, and may serve as members of Standing or Special Committees.

Election of Board Members Election shall take place at the annual General Membership meeting held in January to replace the temporary Board elected on January 17, 2008 in which the Board's term is expiring. The current Board may be nominated by General Members to continue to serve the new 2 year term. Nominations may also be made from the floor and the entire active General Membership may vote. The President shall also appoint two Tellers who shall tally the votes at the annual General Membership meeting. The Tellers shall not be candidates for Board membership.

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.

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 2/3 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, e-mail 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 years activities.
- b) To tentatively schedule the up coming year's activities.
- c) Review the finances for the past fiscal year.
- D) Project the financial needs and means to meet the needs of the forth coming year.
- e) Elect members of the board by a simple majority vote of the members, 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: Vacancy must be presented In the event that a Board Member shall, within one calendar year, miss four total, or three 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 presented be in writing to the Board within 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 artistic director. Officers shall be chosen by and from the Board of Directors of **SSCT** in January every (2) years.

Section 1 President

The President shall preside over all scheduled meetings. The President may also call and preside over Special Meetings as circumstances warrant. The President is an Ex-Officio member of all Committees.

Section 2: Vice President

The Vice-President fulfills the functions of the President when the President is unavailable.

Section 3: Treasurer

The Treasurer is responsible for managing all financial and fiscal requirements for Sand Springs Community Theatre, Inc. These duties include, but are not limited to: maintaining all banking accounts and bank relationships; reconciling monthly bank statements; collecting and depositing all monies generated by **SSCT**, including performance receipts, advertising revenues donations, etc; insuring all **SSCT** liabilities are paid in a timely manner; maintaining all financial and fiscal records; filing all required Federal tax documents and generating an annual report at the end of each fiscal year (January 1st to December 31st) Books shall be ready for audit by the audit committee appointed by the President at the annual meeting in January.

Section 4: 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.

Section 4: Artistic Director

The Artistic Director shall be responsible for planning and overseeing the season for SSCT. This includes selecting the show's, dates and time of performance. This should be ready for approval by the Board and the members at the March meeting each year. The Artistic Director shall appoint a committee to help in these duties.

The officers shall be elected by the Members of Board at the January Annual meeting in even years. Their elected term shall be two years or until their successors are elected and installed. Officers can serve no more than two terms in the same position

Vacancies: Should a vacancy occur among the Officers, 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.

ARTICLE VII

INDEMINIFICATION: 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 proceeding 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.

Chairman

Secretary