

# Constitution of the **FORT ATKINSON COMMUNITY THEATRE**

## ARTICLE I – NAME AND OBJECTIVE

Section 1- This organization shall be known as:

### **FORT ATKINSON COMMUNITY THEATRE, INC.**

Section 2- The Fort Atkinson Community Theater (F.A.C.T.) is a corporation organized and operated exclusively for the charitable, literary and educational purposes focused upon encouraging the performance and appreciation of the theatre arts. No part of the net earnings of this organization shall be used for anything but the implementation of this organizations charitable purpose. No part of the net earnings of this organization shall under any circumstances, including dissolution, inure to the benefit of any private shareholder, member or individual. None of the activities of this organization shall be for the purpose of influencing legislation, contributing to candidates for public office, or the promotion of propaganda.

## ARTICLE II – MEMBERSHIP AND DUES

Section 1- Membership will consist of two classes

- A. Voting membership-open to all persons age 18 and over with an interest in theatre who have paid dues.
- B. Non-voting membership- open to all persons under age 18 with an interest in theatre who have paid dues. (Non-voting status does NOT apply to the Student Representative).
- C. Membership is for a FACT Season and must be renewed each season. New members joined within 60 days previous to the season's end shall be advanced membership through the following season. Season will be defined as running September 1<sup>st</sup> through August 31<sup>st</sup>.

New members may join at any time. Renewal memberships should be paid by the close of the annual meeting.

Section 2- The types of membership and membership dues shall be fixed from time to time by the Board of Directors.

Section 3- Any person may become a member of this organization upon compliance with the conditions fixed by the Board of Directors.

## ARTICLE III – CONDUCT OF MEETINGS

Section 1- Robert's Rules of Order shall govern the conduct of all business, except where otherwise specified in the Constitution.

#### ARTICLE IV- QUORUM

Section 1- A quorum at the annual meeting of members shall consist of ten (10) voting members.

Section 2 – A quorum at a meeting of the Board of Directors shall consist of a majority of the directors non-inclusive of the Student Representative.

#### ARTICLE V – BOARD OF DIRECTORS

Section 1- The property, affairs, and business of this organization shall be under the care of, and managed, by the president of this organization, subject to the approval of a Board of not less than six (6), or more than twelve (12) directors.

Section 2- Members of the Board of Directors must be voting members in good standing and shall be chosen annually by the voting membership in accordance with the following system:

- A. At the annual meeting of the members of this organization, three (3) Directors shall be chosen to hold office for two (2) years. The Directors elected shall be the three persons receiving the highest number of votes using a secret ballot method to include all eligible members seeking a term in attendance at the annual meeting (inclusive of sitting board members and floor nominations).
- B. The remaining positions will be filled for a one (1) year term by the circulation of an additional secret ballot with the persons receiving the highest number of votes on the second ballot. A candidate must receive a minimum of three votes to qualify for a seat.
- C. Any vacancy occurring within the Board of Directors shall be filled by the nomination of candidates and secret ballot conducted by the remaining board members. After any Board member misses a third (3<sup>rd</sup>) meeting in a season, a vote will be taken by the board, with removal upon a majority vote of the remaining board members. Such appointments shall be valid until the next annual meeting, or until removed by action of the Board of Directors.
- D. Removal. A director may be removed from office for cause or behavior by the affirmative vote of two-thirds (2/3) of the directors present at a duly called meeting at which a quorum is present.
- E. Any member wishing for consideration for a term and NOT in attendance at the annual meeting must contact an existing executive officer to explain absence from the meeting.
- F. No Term limits shall be enforced on any position.
- G. Nominations must be members in good standing, or must pay membership dues by the end of the annual meeting.

Section 3- A Student Representative may be appointed for a one-year term by the majority of the acting Board of Directors. Any such representative fifteen (15) years or older shall have full voting rights at all Board of Director meetings. The Student Representative must be a member in good standing as defined in Article II.

#### ARTICLE VI – OFFICERS

Section 1- The general officers of this organization shall be a President, Vice-president, Secretary, and Treasurer, who shall be elected by and from the Board of Directors shall hold office until the end of the of the season, (unless removed under Article IV Section D,) when they may be re-elected or successors chosen. No Board Member with less than one-year experience on the FACT Board of Directors shall be elected to the office of the President.

Section 2- The Board of Directors may, from time to time, appoint additional officers or agents, whose duties shall be defined and whose activities shall be subject to the control of the Board of Directors.

#### ARTICLE VII – DUTIES OF OFFICERS

Section 1- The **President** shall preside at all meetings of the members and of the Directors; shall be an ex officio member of all committees, voting only in case of a tie of the members of such committee present; and shall perform such additional duties as are prescribed from time to time by the Board of Directors.

Section 2- The **Vice-President** shall act in the absence of the President for any cause whatsoever, and shall be possessed of all powers and perform all duties of the president during such absence or disability and shall perform such additional duties as are prescribed from time to time by the Board of Directors. The Vice-President shall be responsible for all aspects of membership.

Section 3- The **Secretary** shall give notice of meetings as may be required by the Constitution, Articles of Incorporation, or order of the Board of Directors; record minutes of all meetings and attend to correspondence; shall have custody of the Constitution, Articles of Incorporation and any other records, books, papers, and documents belonging to this organization; and shall perform such additional duties as are prescribed by the Constitution, or as may be prescribed from time to time by the Board of Directors.

Section 4- The **Treasurer** shall collect and disburse all funds and shall keep an accurate account of receipts and disbursements; shall render a report to the Board of Directors at the annual meeting and from time to time at the request of the Board of Directors; and shall perform such additional duties as are prescribed by the Constitution, or as may be prescribed from time to time by the Board of Directors.

#### ARTICLE VIII- MEETINGS

Section 1- The annual meeting of members shall be held at such a time as the Board of Directors shall designate.

Section 2- Regular meetings of the Board of Directors shall be held at times and places agreeable to the Board members. It shall be the responsibility of the secretary to see that proper notice of all meetings is given to all members.

Section 3- Special meetings may be called by the president or three (3) of the Directors, on notice.

## ARTICLE IX – AMENDMENTS TO CONSTITUTION

Section 1- These articles may be amended by resolution setting forth such amendment or amendments, adopted at the annual meeting of the members by vote of at least two-thirds (2/3) of the voting members present.

## ARTICLE X - NOMINATING COMMITTEE

Effective August 2015 by vote of membership Article X language is stricken.

## Article XI - Electronic Voting (email, forum)

Section 1- Between scheduled meetings, an issue involving expenditures of up to \$200 may be conducted via electronic means. Issues involving monies greater than \$200 will require a special meeting or addition as an agenda item at the next regular Meeting.

Section 2 – All issues, calls and results of electronic voting shall be tabulated and read into the minutes of the next regular Meeting by the Secretary

## Article XII – Dissolving of this organization

If a six member Board of Directors can not be maintained, or on a two-thirds (2/3) vote of members at an Annual meeting calls for it, this organization will be disbanded. All properties monetary and physical will be donated to School District of Fort Atkinson Auditorium and/or Theater Department as directed by a majority of vote of active members in attendance. No properties, physical or monetary may be donated to another community theater.