

Missouri Association of Community Theatres

By Laws

Adopted 1//2001 Revised 3/2007

I. Name

The legal name of the organization shall be Missouri Association of Community Theatres (MoACT), a not-for-profit corporation chartered in the State of Missouri. The legal registered representative of MoACT shall be the serving president. The legal address of MoACT shall be the physical address of the Treasurer.

II. Mission & Vision

A. Mission: The mission of the Missouri Association of Community Theatres shall be to promote the advancement of, and the participation in community theatre within the state of Missouri.

B. Vision: The Missouri Association of Community Theatres will pursue its mission through workshops, festivals, conferences and other means which the Board of Directors feels would be effective.

III. Membership and Meetings

A. General

1. Membership is open to any individual or qualifying community theatre by paying the prescribed dues. The rate of dues shall be established by the Board of Directors.
2. Each member of MoACT may attend any business meeting and may express ideas and opinions about matters before the Board.
3. Each member of MoACT may request, at his/her own expense, a review of the corporation's official records.

B. Membership Categories

1. Organizational Membership—MoACT membership shall be open to any community theatre in the state of Missouri upon payment of annual membership dues, as established by the MoACT Board. Said organization shall have one (1) vote on all matters which require a vote of the general membership and said organization shall receive all official publications of MoACT. Each organization shall appoint 1 person from its group to serve as a representative to MoACT. This representative shall attend MoACT meetings, serve as the voting representative for its theatre group at MoACT meetings, and report on MoACT activities & events to its respective group.

2. Individual Membership—MoACT membership shall be open to any individual by paying the annual membership dues, as established by the Board. Each individual member has one (1) vote on all matters which require a vote of the general membership and each individual member shall receive all official publications of MoACT.

3. Patron Membership—Upon payment of annual dues, as established by the Board, one may become a Patron Member of MoACT. Each Patron Member will have one (1) vote on all matters which require a vote of the general membership and each patron member shall receive all official publications of MoACT.

4. Term—The term for all memberships shall be annual. Membership dues are due July 31 of each calendar year.

5. Transferability—Memberships are not transferable. Any community theatre undergoing reorganization may maintain their current membership under its new name.

C. Meetings

1. General

a. All membership meetings shall be conducted in accordance with Robert's Rules of Order.

b. No individual or organization shall have a vote at any meeting unless their membership is fully paid at the time of the meeting.

c. Except as specified herein, all business of the general membership shall be conducted by a simple majority vote.

d. The President of MoACT shall preside at all meetings. In the absence of the President, the Vice-President shall preside. In the absence of both the President and the Vice-President, no business shall be conducted.

e. The presiding officer (President or Vice-President) is entitled to a vote in all meetings.

2. Annual Meeting

a. An annual business meeting shall be held in conjunction with the annual MoACT sponsored event, to receive an annual report of the President and the Treasurer and to conduct all business which requires a vote of the membership.

b. All members must be notified by correspondence no less than 30 days prior to the meeting date.

IV. Board of Directors and Elections

A. General

Management and operation of MoACT shall be vested in a Board of Directors. The Board of Directors shall consist of five (5) elected officers and three (3) at large members, each of whom will have one (1) vote in all Board business. Any current MoACT member shall be qualified to serve as an officer/director.

B. Nominations and Elections

1. Elections shall occur at the annual business meeting in the odd-numbered years.
2. Nominations – Nominations shall be accomplished by:
 - a. A Nominating Committee, chaired by the VP and consisting of 2 additional members at large who shall be appointed by the President. The Nominating committee will propose a slate of nominees for the various elected office positions to be voted on at the bi-annual meeting.
 - b. Nominations from the floor-Nominations from the floor will be received by the presiding officer.
3. Elections – After pass of a motion to close the nominations, the presiding officer shall direct that the ballots are distributed. The ballots shall be collected and counted by the Secretary and one (1) other current officer and one (1) member at large. A simple majority of votes cast shall be required to be elected.
4. Balloting – All elections shall be conducted by a written ballot which will be prepared by the nominating committee. If there is only one (1) nominee for a given office, the presiding officer may accept a voice vote or vote by show of hands.

C. Elected Officers and Terms

1. Elected Officers-The following officers shall be elected by the general membership and shall serve as members of the Board: President, Vice-President, Secretary, Treasurer, Website Manager/Historian and three (3) at large members.
2. Term – Terms for all Officers and Directors shall begin on July 1st of the year in which they are elected. The length of the term shall be for two (2) years.

D. Responsibilities

1. The Board shall meet as often as deemed necessary at a time and location mutually agreed upon by the Board members.

2. The participation of at least 4 directors shall be necessary to constitute a quorum for all business.
3. Board members shall be allowed to participate via telephone, video, or internet conferencing if such technology is available.
4. Unless otherwise specified herein, all business shall be conducted by a simple majority.
5. The Board shall formulate and administer all policy, supervise all operations, and authorize all expenditures not requiring a vote of the general membership.
6. The Board shall formulate and approve an annual budget and shall exercise oversight in the collection, safeguarding, and distribution of funds by the Treasurer.
7. The Board may, by affirmative vote of 4 directors, remove any director from the Board who has missed two (2) consecutive meetings during the current term or ceases to maintain membership or fails to discharge the duties of office. The director under consideration for removal will be notified by certified (return receipt) mail not less than ten (10) days before the next scheduled board meeting.
8. If for any reason an elected officer or director cannot fulfill their term, a person from the general membership shall be appointed by the president to complete the remainder of the term. This appointment will be ratified by a majority vote at the next general business meeting.
9. The Board shall make a full and complete report of all activities and finances at each scheduled meeting of the general membership. The Board shall have MoACT's financial records available for review at all general meetings.

V. Officers

A. President - The President shall be the principal executive officer of MoACT and, subject to the control of the Board, shall, in general, supervise the business and affairs of MoACT. The President shall:

1. Preside at all meetings of the membership and Board of Directors and shall ensure the creation of itemized agendas for all meetings;
2. Be familiar with operations and deliberations of all committees;
3. Anticipate and bring to the attention of the board and/or general membership issues that may be of potential concern.
4. Serve as MoACT's liaison to AACT (American Association of Community Theatres).

B. Vice-President– The Vice President shall:

1. Be responsible for the recruitment of members.
3. Serve as Chairperson of the Nominating Committee.
4. Shall assist the President and in the absence of the President, shall perform the duties of the President.

D. Treasurer – The Treasurer shall:

1. Be responsible for all funds and securities of MoACT;
2. Receive and give receipts for money due and payable to MoACT , and make deposits of all monies payable to MoACT from any source whatsoever;
3. Prepare and present a comprehensive financial report at each meeting for the general membership or board;

4. Make payments for all authorized expenditures by use of check or MoACT debit or credit card;
5. Reconcile the checking account each month;
6. File MoACT's yearly renewal of incorporation with the Missouri Secretary of State.
7. Maintain MoACT official records and documents and file any Form 990's to the Internal Revenue Service that may be required by MoACT's 501(c)(3) status.

E. Secretary – The secretary shall:

1. Produce and distribute all correspondence on behalf of MoACT and its board except for the publication and distribution of MoACT's newsletter;
2. Keep an accurate record of the proceedings of all general membership and Board meetings;
3. Generate and supply within 10 days of the last business meeting, minutes of the meeting and other documents (not including documents specific to the Treasurer) for use at general membership and board meetings;
4. Maintain & keep the official current membership list as determined by the Treasurer.
5. Maintain the official charter and by-laws of the organization;
6. Produce and distribute the MoACT newsletter 3 times per year in January, May and September or as determined by the board.
7. Produce and coordinate all media and publications promoting MoACT and MoACT sponsored events.

F. Website Manager/Historian - The Website Manager/Historian shall:

1. Maintain the MoACT website;
2. Maintain and safeguard all memorabilia.
3. Maintain and distribute the MoACT library.

VI. Committees - Standing Committees:

A. Membership – Chaired by the Vice President this committee consisting of 2 additional members at large who shall be appointed by the President, shall be responsible for soliciting renewals from current MoACT members and for recruiting new members for MoACT.

B. Festivals – The Chairperson for this committee shall be appointed by the President. The Festival committee is responsible for planning, organizing, conducting and evaluating all festivals and other production-related activities of MoACT.

C. Nominating – Chaired by the Vice-President, this committee shall consist of two (2) additional members appointed by the President. This committee shall:

1. Prepare a list of nominees for the election of Officers and Directors to be voted on at the bi-annual general membership meeting. The list of nominees shall contain at least one (1) nominee for each office or board position. The committee shall submit the list of nominees at the last scheduled board meeting prior to the general membership meeting in which the elections will occur;
2. If possible, recruit nominees to represent all regions of the state and consent must be obtained from the nominee.
3. As stated in Article IV.B.4 , the nominating committee shall prepare the written ballot for the election of officers or board positions.

VII. Amendments - These By-Laws may be amended, repealed, or replaced by the following procedure:

A. Prospective changes in the By-Laws may be proposed by any member;

B. The proposed changes shall be presented in writing, discussed and voted on at a general membership meeting;

C. If more than one change is proposed, each proposal must be voted on separately or may be voted on as a whole by approval of the membership.

VIII. Finances

A. MoACT shall be authorized to raise funds by dues, solicitations, benefits, educational programs, grants, and any other legal means. Funds shall be expended only in furtherance of MoACT's mission.

B. The fiscal year of the corporation shall be from July 1 to June 30.

IX. Operating Procedures

The Board shall have the power to establish policies and procedures for the operation of MoACT. Procedures shall be published in the form of a manual and maintained by the Secretary.

X. Dissolution

In the event of the dissolution of this organization, whether voluntary or involuntary, all monies, property, and physical assets of the organization shall be distributed as determined by a 2/3 majority of the votes cast at a final meeting of membership called for that purpose. No distribution of assets shall be undertaken which allows an individual member of the organization to be enriched thereby.