

# **STARLIGHT COMMUNITY THEATER**

## **BYLAWS**

### **ARTICLE 1: NAME**

The name of the group shall be Starlight Community Theater (SCT) in all instances both public and private.

### **ARTICLE 2: PURPOSE**

#### **Section 1: STATEMENT OF PURPOSE**

Notwithstanding any other provision of these articles, Starlight Community Theater is organized for the following purposes: literary, theatrical and/or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code.

#### **Section 2: RESTRICTIONS**

No substantial part of the activities of Starlight Community Theater shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)). Starlight Community Theater 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.

### **ARTICLE 3: DISPUTE RESOLUTION**

#### **Rational**

In any organization, disputes are certain to arise. Managing disputes is an art rather than a science so no policy will meet every need. This policy outlines the goals of Dispute Resolution, the principals that are to be maintained and practical steps to be taken where appropriate.

## **Goals**

The main goal of dispute resolution is to maintain Starlight Community Theater as a safe and respectful artistic community based on respect, fairness, collaboration, and pursuit of excellence.

## **Principles**

- Parties are expected to act in a way that is respectful toward all persons involved.
- Decisions made by the board or other persons in authority (i.e. Managing Director, Artistic Director) will be taken only after the affected persons have had an opportunity to be heard.
- With any disputes the preferred action is to encourage the individual parties to resolve the conflict themselves. If necessary, third party mediation may be utilized.
- While an individual may feel they have been treated unjustly, this doesn't necessarily mean that they actually have been. As such, it is important to determine the aggrieved party's views and reactions as well as that of the other party (parties) involved including witnesses.
- Disputes are to be handled at the lowest organizational level possible. The order of things to try before moving to the next level includes but is not limited to:
  - One-on-one conversations between the individuals experiencing the conflict.
  - Seek out the individual with immediate authority (i.e. Director, Stage Manager, Artistic Director)
  - Appeal to the Board of Directors

Any actions/misbehavior considered misconduct should be referred to the Board for action.

## **Actions To Be Taken By The Board**

Before the Board of Directors takes action, the Board needs to determine if the parties involved have followed the procedure as outlined above and, if so, offer to meet with them or arrange for a mediator. It is necessary that the board hears from all involved parties including witnesses. The board needs to implement a solution which satisfies the disputed parties. In disputes involving misconduct, the Board may take any lawful action up to and including expulsion from the theater. It is generally advisable to choose consequences that are only as strong as necessary to resolve the dispute. A hierarchy of consequences could include, but is not limited to:

- A verbal request for change in behavior
- A verbal reprimand
- A written reprimand/request for a change in behavior
- Removal from a position held
- Revocation of membership from Starlight Community Theater

#### **ARTICLE 4: MEMBERSHIP, VOTING, ELIGIBILITY, RUNNING FOR OFFICE**

Membership is open to all interested persons, without regard to Sex, Age, Race, Color, Creed, Handicap Status or National Origin. Members who are eighteen (18) years of age or older may vote. A person is considered to be a member if they have volunteered, donated (funds or in-kind) or been a part of a cast or production crew of a completed show, or have been a board member within the past 12 months. Voting privileges are bestowed upon members 18 years of age or older.

#### **ARTICLE 5: FUNCTIONS & DUTIES OF MEMBERS OF THE BOARD**

The Board of Directors shall consist of the following elected officers: President, Vice-President, Secretary, six Members-at-Large and the Immediate Past President. The Board is responsible for the conducting of all group business. A quorum of 51% of voting Board Members is necessary for voting purposes. If for any reason the Immediate Past President cannot serve, a third Member At Large shall be elected. Meetings shall be conducted in accordance with Robert's Rules of Order. The members of the Board have a special obligation to provide personal support and assistance with all Starlight Community Theater activities. Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

##### **Section 1: PRESIDENT**

The President presides over all scheduled meetings of the Membership, as well as those of the Board of Directors. The President may also call and preside over Special Meetings of the General Membership, as well as the Board of Directors, as circumstances warrant. The President is responsible to provide an annual report to the membership.

## **Section 2: VICE-PRESIDENT**

The Vice-President fulfills the functions of the President when the President is unavailable, and is first in succession to the Presidency. The duties of the Vice President shall include, but are not limited to: Taking nominations and furnishing instructions for voting according to the policies and procedures guide.

## **Section 3: SECRETARY**

The Secretary shall be responsible to keep and make available minutes of all General and Board Meetings . The Secretary will be responsible for the board meeting minutes and will sponsor facilities operations.

## **Section 4: MEMBERS AT LARGE**

The Members-At-Large shall be available to chair Committees or serve as Historian.

## **Section 5: IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall serve as parliamentarian and be available to chair Committees for a term of one year. In the absence of this role, the President will assign a parliamentarian from the at large board members.

## **Section 6: SUCCESSION**

In the event the President is unable to fulfill their duties the Vice President will succeed the President and serve out the remainder the term. In the event any other member of the Board is unable to fulfill their term, their successor will be appointed by the President and approved by the Board for the remainder of that term.

## **ARTICLE 6: THEATER OPERATIONS**

The Managing Director and Artistic Director will be responsible to the Board for all operations of Starlight Community Theater as outlined in the Policies and Procedures document. Individuals in these positions cannot serve concurrently in these positions.

## **ARTICLE 7: COMMITTEES**

### **Section 1: ESTABLISHMENT OF AD HOC COMMITTEES**

The Board at its discretion may establish ad hoc Committees.

## **ARTICLE 8: MEETINGS**

### **Section 1: BOARD MEETINGS**

Board Meetings will be open to all members and will be held at least monthly. Failure of a board member to attend three meetings in a year will result in dismissal from the board. Extenuating circumstances may be considered at the discretion of the board.

### **Section 2: BOARD MEETINGS - CLOSED SESSIONS**

The President has the right to call a closed session, which will only be attended by the Board of Directors. Conduct of closed sessions shall be in accordance with Roberts Rules of Order.

### **Section 3: ANNUAL MEETING**

The President of the Board will schedule one (1) meeting annually to be held not more than 60 days and no later than 30 days prior to the end of the season. Purposes of this meeting include but are not limited to board elections and delivering a state of the theater address. This meeting is open to the public, but only eligible members may vote.

## **ARTICLE 9: BOARD MEMBER ELECTIONS**

### **Section 1: REGULAR ELECTIONS**

Nominations/applications for members of the Board of Directors will be accepted 30 days prior to voting. The Vice President will verify all nomination/applications and prepare a ballot and the membership will be notified no less than 30 days prior to the election. Voting will be done via online ballot. Each voting member shall cast one vote for each Director to be elected, with voting by ballot only. The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. The final vote tally for all candidates shall be recorded in the minutes of the meeting. Newly elected Board members shall assume their duties and shall serve for three (3) years, or until their successor is elected. Board members may run again for the Board after having one year off. Lengthening or shortening terms

of office requires a vote of the Executive Board. For purposes of the initial election only, four (4) officers will be elected for two (2) year terms and six (6) board members will be elected for one (1) year term.

## **Section 2: RUNOFF ELECTIONS**

If no candidate receives a majority vote, there will be a Runoff Election between the two candidates that receive the most votes. Absentee ballots will not be counted in the Runoff Election.

## **ARTICLE 10: DISCIPLINE**

A member may be removed from the Board of Directors or from membership in the organization, or both, for actions deemed harmful to Starlight Community Theater including, but not limited to, speaking/acting in a way that would promote negative interest towards Starlight and/or acting in the name of Starlight Community Theater without authority from the Board of Directors. The removal process will be in accordance with Roberts Rules of Order.

## **ARTICLE 11: AMENDMENTS**

These Bylaws may be amended at any General Meeting of the Starlight Community Theater.

Amendments may be proposed by any voting member in good standing, and the membership shall be notified of the proposed amendment(s) in writing at least 30 days prior to calling a vote. Amendment(s) must be passed by a vote of eighty (80) percent of the voting members present. Such amendment(s) shall be considered operative upon adoption.

## **ARTICLE 12: DISTRIBUTION OF ASSETS**

### **Section 1: RESTRICTIONS**

No part of the net earnings of Starlight Community Theater shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

## **Section 2: DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of Starlight Community Theater shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization, to be used in such manner as, in the judgment of a Justice of a court of the State of Arizona with appropriate jurisdiction, will best accomplish the general purpose for which this corporation was formed.

## **ARTICLE 13: POLICIES AND PROCEDURES**

The Board of Directors may from time to time establish, terminate, or modify Policies and Procedures, which are to serve as detailed guidelines for Starlight Community Theater. In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board of Directors, to be reflected in the minutes. However, any policy or procedure may be terminated by a two thirds vote of voting members present at any General Meeting.

## **Article 14: CONFLICT OF INTEREST**

### **Section 1: Disclosure**

All board members have a duty to disclose any real or potential conflicts of interest. At the start of each season, all board members must sign the Conflict of Interest policy statement.

See Conflict of Interest statement

### **Section 2: Voting**

All board members must recuse themselves from any discussion or vote that is a real or potential conflict of interest.