

BAYTOWN LITTLE THEATER

BYLAWS

NOVEMBER 2017

BAYTOWN LITTLE THEATER, INC. BYLAWS

(As amended 4/63, 4/68, 4/88, 4/92, 4/94, 4/95, 12/97, 5/00, 5/01, 5/03, 4/09, 4/10, 4/17, 11/17)

ARTICLE 1 NAME

The name of the Corporation shall be The Baytown Little Theater, Inc. ("BLT")

ARTICLE 2 PURPOSE

The purpose of this Corporation is to promote the fine arts, pursuant to the Texas Non-Profit Corporation Act of August 11, 1959, to wit: To produce and present dramatic productions as an educational, cultural, nonprofit, community project. The net income, if any, from such project, will not insure in whole or in part to the benefit of any member. That in pursuance of said purposes this corporation may acquire, by purchase, grant, gift or otherwise, real estate, the acquisition of personal property, construct buildings, and/or other housing facilities incident to its function and purpose. (4/63)

ARTICLE 3 MEMBERSHIP

There shall be six (6) types of voting memberships open to all who are interested in the Theater and a student membership for an individual 18 years old and under. Student memberships shall also include qualified college students. (4/17) (Please see BLT Policies for description of benefits for each level membership.)

Active Membership (Single or Family) – Those members in good standing who take an active part in the promotion of the stated purpose.

Student membership – Any person who is 18 years of age or under or is a college student with a current school ID qualifies for a student membership. (4/17)

Sponsor Membership – Those members in good standing who may or may not take an active part but who support the purpose and objectives of the Baytown Little Theater.

Patron Membership – Those members in good standing who may or may not take an active part but who support the purpose and objectives of the Baytown Little Theater.

Benefactor – Those members in good standing who may or may not take an active part but who support the purpose and objectives of the Baytown Little Theater.

Star – (5/01) Those members in good standing who may or may not take an active part but who support the purpose and objectives of the Baytown Little Theater.

Angel – (5/01) Those members in good standing who may or may not take an active part but who support the purpose and objectives of the Baytown Little Theater.

ARTICLE 4 BOARD

Section 1

The Board shall have the sole and exclusive power in the right of management and control of the affairs and policies of The Baytown Little Theater, except such powers as are by these Bylaws otherwise granted. (11/17)

The Board will consist of twelve (12) members being chosen by election of the general membership as described in Section 2 of this article, and up to four (4) being appointed by the Board. (4/16) (11/17)

A member of the Board shall serve a term of two years. The term of Office begins following his or her election at the annual meeting at the beginning of the theater year. Terms shall be arranged so that six (6) members of the Board are elected each year, and up to two (2) may be appointed each year. (4/10) An elected or appointed Board Member shall be eligible to serve up to three (3) consecutive elected terms, or two (2) terms if appointed to replace an elected board member who has resigned. After a period of one (1) year, the member shall be eligible to serve again. (4/10) (11/17)

A Member's absence, without acceptable excuse, for three meetings of the Board in a theater year may forfeit the right to serve. (5/02) (11/17)

Vacancies in the Board occurring for any reason shall be filled for the unexpired term by a majority vote of the remaining members of the Board. (11/17)

Section 2

The Board shall appoint a Nominating Committee consisting of three to five members, who are not currently members of the Board. The Nominating Committee shall prepare a slate of candidates for election to the Board which shall then be presented at the Annual Meeting. Names of candidates shall be communicated to each theater membership no less than one month prior to the annual meeting. Nominations may also be presented from the floor, providing the consent of the nominee has been previously obtained. Nominees shall be a member at the time of the election. (4/88) (11/17)

Election of new Board Members shall be done at the annual general meeting. (4/10) (11/17)

Members of the Board filling appointive positions shall be appointed by the Executive Board and shall be required to become a member of the theater. (4/10) (11/17)

There shall be one vote for each membership. Each membership vote shall express, by secret ballot, a choice of six members from the nominees. The votes shall be tabulated by a committee immediately following the vote and the six members having the highest number of votes shall be declared elected members of the Board. In the event that no more than six members are nominated for the Board, these members may be elected by general consent.

In case of a tie requiring a runoff, only the tied nominees will be on the runoff ballot.

ARTICLE 5 OFFICERS

Section 1

The officers of The Baytown Little Theater shall be a President, a Vice-President, a Secretary, a Librarian, and a Treasurer. (4/09)

Section 2

The officers shall be elected by the Board and shall each be an elected member of the Board. (11/17)

A simple majority of the Board shall be sufficient for the election of an officer.

The term of office of each officer shall begin at the beginning of the theater year or upon election and shall end at the end of the theater year (4/63) (11/17)

Vacancies in any office shall be filled by the election of a new officer by the Board.

Officers shall serve without remuneration.

Section 3

Duties of Officers

PRESIDENT: The President is the chief executive officer of The Baytown Little Theater and shall preside at all board and general meetings and shall call special meetings when necessary. (4/63) (11/17) The President shall appoint/remove the chairperson of the standing committees with board approval. (4/94) (11/17) The President may appoint a Parliamentarian for the Annual General Meeting each year.

VICE-PRESIDENT: The Vice-President shall act and preside in the place of the President in the absence of that officer. (4/63) The Vice-President shall notify board members concerning all board meetings. (11/17)

SECRETARY: The Secretary shall keep proper records of all board, special and general annual meetings of The Baytown Little Theater and shall have charge of all correspondence. The Secretary shall provide copies of the minutes of each Board meeting to all Board Members. (4/92) (11/17)

LIBRARIAN: The Librarian shall be responsible for the maintenance and upkeep of The Baytown Little Theater's library of play materials. Additionally, the Librarian shall be the Board's liaison for royalty and rights acquisitions, assisting directors as needed. (4/09)

TREASURER: The Treasurer shall receive and be custodian of all The Baytown Little Theater money and shall keep a proper set of books which shall be audited at the end of the each even fiscal year and at any other such time as deemed advisable. (4/92) The Treasurer shall present a report of Baytown Little Theater funds to Board Meetings and to Annual Meetings. The Treasurer shall make all disbursements of funds authorized by the Board. The Treasurer shall provide copies of the Monthly Treasurer's Report to all Board Members. (4/92) (11/17)

ARTICLE 6 MEETINGS

Section 1

There shall be an Annual General Meeting of The Baytown Little Theater at the beginning of each theater year unless otherwise ordered by the membership or by the Board. (11/17)

Special meetings shall be held when deemed advisable by the President or by a majority of the Board. (11/17)

A quorum of the General Meeting or Special Meetings shall be those present, provided each member shall have been notified of the meeting no less than one month prior to the meeting. (4/88) (11/17)

Section 2

There shall be a meeting of the Board no less than once a month.

A quorum of the Board shall be seven. (4/95) (11/17)

ARTICLE 7 DUES

Section 1

The dues for each type of membership shall be determined at the annual general meeting. (11/17)

Section 2

Any unusual cases regarding the payment of dues shall be referred to the Board for decision. (11/17)

ARTICLE 8 PRODUCING DIRECTOR

The Producing Director shall be selected by the Board for each production. The Producing Director shall have complete authority and responsibility for the dramatic aspect of that production and may select an assistant director and a chairperson of each production committee. (11/17)

ARTICLE 9 COMMITTEES

Standing committees shall be those committees deemed necessary by the Board. The Chairpersons of these committees shall be appointed/removed by the President with Board approval. The Chairpersons shall select the members of their committees. (4/94) (11/17)

ARTICLE 10 PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order, Revised" shall govern the Baytown Little Theater in all cases which are applicable and in which they are not inconsistent with the Bylaws or special rules of order of the theater. (11/17)

ARTICLE 11 AMENDMENTS

The Bylaws of The Baytown Little Theater may be amended by a 2/3 majority vote of the membership present at any special or annual general meeting, provided notice of the proposed amendment has been communicated to the membership no less than 30 days prior to said meeting. (4/88) (11/17)

ARTICLE 12 DISSOLUTION

Provided that the Theater should dissolve, terminate the activities under which it functions as such corporation, or in anywise cease production, as heretofore set out in Article 2 hereof, then, in such event, assets, any monies accumulated (if any) and all property (real or chattel) shall be transferred by the then existing governing body to other organization of like nature or functions qualified as charitable organization under Section 501(C)(3) Internal Revenue Code of 1986, as amended, and such transfer shall be, in all respects, gratuitous. (12/97) (11/17)

11/2017 - (Date last revision)