

## Illinois Theatre Association

### Bylaws 2015

#### **ARTICLE I: NAME**

The name of this organization shall be the ILLINOIS THEATRE ASSOCIATION, a duly registered Not-For-Profit Corporation under the Illinois General Not-For-Profit Corporation Act.

The word “association” and “corporation” are used interchangeably in these Bylaws and both mean the Illinois Theatre Association.

#### **ARTICLE II: CORPORATE POWERS AND MISSION**

The Association shall have unlimited power to engage in and do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the Illinois General Not-For-Profit Corporation Act. The Mission of this Association shall be to:

- Establish an Illinois membership similar in purpose to and affiliated with national theatre organizations.
- Encourage a closer understanding and communication between community, educational, and professional theatre.
- Inform the general public of the diverse nature and extent of Illinois theatre.
- Cooperate with appropriate state and federal agencies and with regional and national theatre organizations in promoting increased recognition and program development for Illinois theatre at all levels.
- Promote and perpetuate the highest caliber of theatre production, teaching, and research at all levels of theatre within the state of Illinois.
- Affirm the important value of theatre in the lives of individuals.

#### **ARTICLE III: MEMBERS**

##### **Section 1: Definition**

###### **A. Dues**

The members of this Association shall consist of those individuals, organizations, firms, and corporations who support the purposes of the Association and who have paid their membership dues.

###### **B. Classes of Members**

Members of the Association shall be classified as LIFETIME, CORPORATE, ASSOCIATE CORPORATE, LARGE ORGANIZATIONAL, SMALL ORGANIZATIONAL, INDIVIDUAL, SENIOR, and STUDENT. The qualifications for and rights of each class of members shall be determined by the ITA's Board of Directors (Board) and are as follows:

1. LIFETIME members are those who have paid the lifetime membership dues as established by the Board or who have been granted honorary lifetime membership by an act of the Board. LIFETIME membership automatically includes affiliation with all Divisions and Interest Areas. A LIFETIME member is automatically a voting member of the Association and shall not be required to pay annual dues.
2. CORPORATE members are businesses who have paid the CORPORATE membership dues as established by the Board. A CORPORATE member may be affiliated with one or more

Divisions and Interest Areas. A CORPORATE member is a voting member of the Association, and is entitled to two votes.

3. ASSOCIATE CORPORATE members are businesses who have paid the ASSOCIATE CORPORATE membership dues as established by the Board. An ASSOCIATE CORPORATE member may be affiliated with one or more Divisions and Interest Areas. An ASSOCIATE CORPORATE member is a voting member of the Association, and is entitled to one vote.

4. LARGE ORGANIZATIONAL members are organizations, firms and/or corporations, which have paid the annual membership dues as established by the Board. A LARGE ORGANIZATIONAL member may be affiliated with one or more Divisions and Interest Areas. LARGE ORGANIZATIONAL members have an annual budget above a level as established by the Board established by the Board. A LARGE ORGANIZATIONAL member is a voting member of the Association, and is entitled to two votes.

5. SMALL ORGANIZATIONAL members are organizations, firms and/or corporations, which have paid the annual membership dues as established by the Board. A SMALL ORGANIZATIONAL member may be affiliated with one or more Divisions and Interest Areas. SMALL ORGANIZATIONAL Members have an annual budget below a level established by the Board established by the Board. A SMALL ORGANIZATIONAL member is a voting member of the Association, and is entitled to one vote.

6. INDIVIDUAL members are those individuals who have paid the annual membership dues as established by the Board. An INDIVIDUAL member may be affiliated with one or more Divisions and Interest Areas. An INDIVIDUAL member is a voting member of the Association.

7. SENIOR members are those individuals who are at least sixty-five years of age and who have paid lower annual membership dues as established by the Board. A SENIOR member may be affiliated with one or more Divisions and Interest Areas. A SENIOR member is a voting member of the Association.

8. STUDENT members are those individuals who are bona fide students enrolled in a secondary school or students enrolled full time in an institution of higher learning and who have paid a lower annual membership dues as established by the Board. A STUDENT member may be affiliated with one or more Divisions and Interest Areas. A STUDENT member is a non-voting member of the Association.

## **Section 2: Division Affiliation**

The Association recognizes within its structure six divisions: COMMUNITY THEATRE; CREATIVE DRAMA; PROFESSIONAL THEATRE; SECONDARY SCHOOL THEATRE; THEATRE FOR YOUNG AUDIENCES; UNIVERSITY/COLLEGE THEATRE. Each division and interest area is organized under the co-leadership of two Representatives. Members of the Association may designate affiliation with one or more Divisions.

## **Section 3: Interest Area Affiliations**

An Interest Area may be recognized by and incorporated into the Association when ten members with a shared interest in an area of theatre not recognized within the Division structure proves its ability to organize, function and serve those members; and makes a formal application for recognition by the Board. A recognized Interest Area shall be abolished by a

motion of the Board at such time that the membership of the Interest Area falls below five and/or the Interest Area ceases to function and serve its originally established purpose. Members of the Association may designate affiliation with one or more of the Interest Areas. The identified Chair of an Interest Area shall also serve on the Board as a non-voting member, with prior approval of the Board and to be re-approved annually.

#### **Section 4: Voting**

Members are eligible to vote in general elections, matters concerning the membership-at-large, and matters concerning their specific Division/Interest Area. ASSOCIATE CORPORATE, INDIVIDUAL, SENIOR, and SMALL ORGANIZATIONAL Members are eligible to cast one vote. CORPORATE and LARGE ORGANIZATIONAL Members are eligible to cast two votes. Each organizational member should designate one of its members to cast the organizational vote(s). Should this person also hold an INDIVIDUAL membership in the Association, the individual does not forfeit his/her individual vote in casting the organizational vote. There shall be no voting by proxy. Votes may be cast in person or by technological means as determined by the Board. The affirmative vote of a majority of those votes received constitutes a passing resolution.

#### **Section 5: Membership Year**

Membership in the Association shall be for one year from the date dues were paid. Notification for membership renewal will be sent at least 30 days prior to the anniversary date. Members who have not renewed within 60 days of their anniversary date will be dropped from the membership roles.

#### **Section 6: Membership Benefits**

Members in good standing shall be entitled to all benefits provided by the Association and designated by the Board.

#### **Section 7: Dues**

Dues must be paid as part of the annual membership renewal (except for Lifetime Members) or with the establishment of a new membership. Dues for all membership classifications and affiliations shall be determined by the Board.

#### **Section 8: Transfer of Membership**

Membership in the Association shall not be transferable.

#### **Section 9: Meetings**

##### **A. Membership Meetings**

There shall be at least one annual general membership meeting called by the President and the Executive Committee to conduct the business of the Association.

##### **B. Division and Interest Area Membership Meetings**

The Divisions and Interest Areas of the Association shall meet in a schedule set by the Board and included in these meetings is the business of networking, advocacy, promoting the profile of the ITA and long range planning for the ITA.

##### **C. Special Meetings**

Special meetings of the members of the Association may be held upon call of the President and the Executive Committee, or, in the event of the President's and Executive Committee's refusal or failure to do so, upon the call by petition of one-fourth (1/4) of the membership-at-large.

#### D. Notice of Meetings

Notices of all meetings of the membership of the Association, or any given segment thereof, shall be communicated by mail, available technological means, and/or published announcement at least two weeks in advance of the determined meeting date and time.

#### E. Quorum

At any meeting of the membership of the Association, a quorum shall consist of the membership present.

### **ARTICLE IV: THE BOARD OF DIRECTORS**

#### **Section 1: General Powers**

##### A. Policy Makers

The management of the Association and the responsibility for its affairs shall be vested in the Board, which is to function as policy maker for the Association.

##### B. Contracts

The Board shall have the power to engage or discharge persons as employees, including but not restricted to an Executive Director, and to enter into contracts with individuals who will assume specific duties and responsibilities in the operation of the Association.

##### C. Records

A description of the responsibilities of persons so engaged or contracted shall be kept on file at the official address of the Association.

#### **Section 2: Board Positions**

The Board shall consist of (a) the Officers of the Association which shall consist of a President, President-Elect, Past President, First Vice President, Second Vice President, Secretary, and Treasurer, (b) the ITA Executive Director (ex officio, non-voting), (c) the two Representatives of each Division, (d) Chairs of Interest Areas (non-voting) and (e) up to three additional Directors as appointed by the President annually.

#### **Section 3: Nominations**

##### A. Notification

The Nomination Committee shall notify Division Representatives no later than four months prior to the annual general membership meeting, of the need to nominate succeeding Representatives in each division. These nominations shall be provided to the Nomination Committee no later than three months prior to the annual meeting.

##### B. Nomination Committee

The Nomination Committee shall select a slate of Officers and Representatives not later than two months prior to the annual general membership meeting. The Secretary shall communicate this slate in writing to all members of the Association.

##### C. Member Nominations

Upon receipt of the Nomination Committee Slate, additional nominations may be offered by an ITA Member in writing and must be received by the Secretary one month prior to the annual general membership meeting. Association member nominations must be signed by at least six bona fide Association members affiliated with the particular Division or Interest Area for which the nomination is being made, including the nominee.

#### **Section 4: Qualifications of the Board**

All Officers, Representatives, Chairs and Directors shall be members of the Association in good standing. The nominated President-Elect must have served on the Board within the immediate past six years.

#### **Section 5: Election and Term of Office**

##### **A. Officers**

Officers shall be elected by the Association membership-at-large. These officers shall be elected by a majority of those members of the Association voting. Elected officers shall assume their duties immediately following the annual general membership meeting:

- President, to serve a two-year term\*
- President-Elect, elected in the odd-number years, for a one-year term\*
- Past President, for one-year term\*
- First Vice-President, elected in the odd years\*\*
- Second Vice-President, elected in the even years\*\*
- Secretary, elected in the even years\*\*
- Treasurer, elected in the odd years\*\*

\*consecutive terms not applicable

\*\*for up to three consecutive terms

##### **B. Division Representatives**

Division Representatives shall be elected by the Association's membership-at-large. These Representatives shall be elected by a majority of those members of the Association voting. Elected Representatives shall assume their duties immediately following the annual general membership meeting, for up to three consecutive terms, if applicable.

#### **Section 6: Duties of the Board**

The duties of the Officers and Directors shall be such as their titles, by general usage, would indicate and as may be assigned to them by the Board of Directors.

1. Promote the Mission of the ITA as stated in Article II.
2. Cooperate with all Divisions/Interest Areas to forward the ITA mission as a whole.
3. Coordinate duties with the ITA Executive Director.
4. Adhere to the ITA's current Board Governance Manual.

#### **Section 7: Vacancies**

A vacancy in the office of President shall be filled by a member of Executive Committee. Vacancies in the Offices of the First Vice-President, Second Vice-President, Secretary, Treasurer, Division Representatives or Interest Area Chairs shall be filled by the President with Executive Committee approval.

#### **Section 8: Resignation**

Any Board member may resign by filing a written resignation with the Secretary (a resigning Secretary files with the President; a resigning President files with the Executive Committee); the resignation must be officially accepted by the President and/or the Executive Committee.

#### **Section 9: Re-instatement**

Any Board member who has resigned may be reinstated only by utilizing the nomination and election procedures established in these Bylaws.

#### **Section 10: Removal of Board Member**

The Board may remove any Board member after an appropriate hearing and by  $\frac{2}{3}$  vote at a meeting of the Board with a quorum. No cause need be given other than the best interests of the Association would be served by removal of said Board member.

#### **Section 11: Recall of Board Member**

A. ITA members may ask for the removal of an ITA Division Representative by submitting a petition to the ITA office. The petition must include signatures representing a majority of members affiliated with that Division.

B. ITA members may ask for the removal of an Executive Committee member by submitting a petition to the ITA office. The petition must include signatures representing 35% of the entire Association.

C. Within 60 days of receipt of petition, the Division Representative or Executive Committee member in question may provide a statement to the membership at large. The ITA office will distribute this statement along with voting instructions. A 51% affirmative vote of the entire membership for removal of the party in question is required.

#### **Section 12: Meetings of the Board**

The Board of the Association shall meet a minimum of three times during each year. The meetings will be called by the President and notification of such meetings will be provided each Board member at least thirty (30) days in advance of the meeting date. Additional meetings of the Board may be scheduled at the discretion of the President and/or the Executive Committee.

#### **Section 13: Quorum of the Board**

A majority of the members of the Board, excluding Ex Officio and additional Directors, shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of those present at any meeting at which a quorum is present shall be sufficient to pass any resolution or any other action of the Board where a larger vote is not required by any other Section of these Bylaws.

### **ARTICLE V: STANDING COMMITTEES**

#### **Section 1: Executive Committee**

##### **A. General Powers**

The Executive Committee shall have general supervision of the affairs of the Association between meetings of the Board, shall make recommendations to the Board, shall act in lieu of the Board, and shall perform such other duties as are assigned to it by the Board. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken or policy set by the Board.

### B. Reporting Requirements

At each Individual meeting of the Board, the Executive Committee, acting through the President, shall report to the Board of all acts and doings of the Executive Committee since the last meeting of the Board. Any action taken and not so reported shall be void and invalid and shall not be binding on the Board or the Association.

### C. Review by the Board

The reported actions taken by the Executive Committee pursuant to this Article V shall be presumed to be approved by the Board, unless the Board by an affirmative vote of a majority of those members present and voting, votes to disapprove, reverse, void, or alter the action taken by the Executive Committee.

### D. Delegation of Powers

The Executive Committee shall have the authority to delegate to one or more of its members any of the powers and duties herein conferred upon said Committee, subject to the approval of a majority of the members of the Board, and may make such rules and regulations or any other action of the Board where a larger vote is not required by any other Section of these Bylaws.

### E. Membership

The Executive Committee of the Association shall consist of these members: President, President-Elect, Past President, First Vice President, Second Vice President, Secretary, Treasurer, and three (3) Board members appointed by the President.

### F. Meetings

The Executive Committee shall meet a minimum of three (3) times a year. The meetings will be called by the President and notification of such meetings will be provided each Committee member at least fifteen (15) days in advance of the meeting date. Additional meetings of the Committee may be scheduled at the direction of the President and/or two-thirds (2/3) of the Committee members within a reasonable amount of time. Each year, the new Executive Committee must hold its first meeting within sixty (60) days of assuming office.

### G. Quorum

A two-thirds (2/3) majority of the membership of the Executive Committee shall constitute a quorum for the transaction of business, and a majority of those present at any meeting at which a quorum is present shall be required to authorize any action of the Executive Committee.

## Section 2: Other Standing Committees

Other Standing Committees of the Association shall be:

- Awards Committee
- Communications Committee
- Finance Committee
- Illinois High School Theatre Festival Planning Committee
- Membership Committee
- Nominations Committee
- Strategic Planning Committee

The duties of each Committee shall be such as their titles, by general usage, would indicate and as may be assigned to them by the Board of Directors.

## **ARTICLE VI: AD HOC COMMITTEES**

The President, Board, and/or Executive Committee shall have the power to appoint ad hoc committees whenever needed for the accomplishment of special tasks, events, or activities which are under direction of the Association.

Such ad hoc committees will be provided with specific charges and duties by the body making the appointment.

## **ARTICLE VII: DIVISIONS**

### **Section 1: Definitions and Purposes**

A. There shall be six Divisions of the Association as follows: COLLEGE/UNIVERSITY; COMMUNITY THEATRE; CREATIVE DRAMA; PROFESSIONAL THEATRE; SECONDARY SCHOOL THEATRE; and THEATRE FOR YOUNG AUDIENCES.

B. Each Division shall be responsible for the encouragement, promotion, support, and continuing development of the theatre and educational activities within their respective areas. Each shall cooperate with and communicate with the Board and with every other Division.

C. There shall be two elected Representatives of each Division who will work together in administering the Division. These Representatives will be elected in alternating years to ensure the continuity of operation of each Division.

### **Section 2: Division Membership**

All members of ITA who designate affiliation with a particular Division shall automatically become a member of that Division and shall be eligible to remain so as long as membership in-good-standing is maintained in ITA.

### **Section 3: Contests and Festivals**

On written request of a Division, it shall be permitted to have full authority to organize and conduct contests, conferences and festivals for its members and others active in the area, upon such reasonable terms and conditions as shall be established by the Board. Preliminary budgets for revenue and expenses incurred by contests, festivals, and conferences must be submitted to the Board for approval at a date as determined by the Treasurer.

## **ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1: Contracts**

A. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

B. Such authorization must be in writing, and contracts or any instruments designated must be approved by the Board. A copy of all contracts must be kept on file at the ITA office.

### **Section 2: Checks, Drafts, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined



by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer, President or ITA Executive Director.

### **Section 3: Deposits**

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select with the advisement of the Treasurer.

### **Section 4: Gifts**

The Board may accept, on behalf of the Association, any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Association in accordance with the rules governing 501(c)3 organizations.

## **ARTICLE IX: BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, Executive Committee, and committees having any authority of the Board, and shall keep at the registered or principal address a record giving names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Association shall be from September 1 until August 31 of the following year or such other time as the Board by resolution may determine.

## **ARTICLE XI: MISCELLANEOUS PROVISIONS**

### **Section 1: Corporate Seal**

The Board may provide a corporate seal which shall be circular in form and shall bear the name of the corporation and the words "Corporate Seal" and "Illinois." The Secretary of the Association shall be custodian of the Seal. The Board may authorize a duplicate seal to be kept and used by any other officer.

### **Section 2: Indemnification**

The members, officers of this association, and their private property shall not be liable in any manner for Association debts, obligations, undertakings or liabilities, and members and officers shall be exempted and indemnified against any personal expense, losses or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration, or distribution of the corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Association affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors of wrongdoing of agents, brokers, attorneys or servants, nor for the interest on funds temporarily idle.

They shall have the right at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind in any manner.

No person dealing with members or officers of the Association shall be under any obligation to inquire into their power of authority or into the validity, expediency, or propriety of their action,

decision or transactions, or to see to the proper application of money or property paid over or transferred to the Association.

### **Section 3: Prohibited Transactions**

No part of the net earnings of this Association shall inure to the benefit of any individual and no substantial part of the activities of this Association shall consist of carrying on propaganda or otherwise attempting to influence legislation inconsistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended. Upon dissolution or termination of this Association, whether voluntary or involuntary, all property of the Association shall be distributed exclusively for charitable, educational, cultural, literary purposes, only to organizations which have been granted exemption from Federal Income Tax under the provision of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended, or to local, state, or Federal Government for exclusively public purposes, and cannot be distributed to any individual member, officer of the Association, or to any other person or corporation as set out above; provided, however, that the Association shall have the right to pay and discharge any reasonable cost, expenses and liabilities as may be incurred in furthering such purposes.

No loans shall be made by the Association to its officers. Any officer who assents to or participates in the making of such loan shall be liable to the Association for the amount of such loan until the repayment thereof. The Association shall not engage in any prohibited transaction, as defined in the provision of the Internal Revenue Code of the United States as they apply to any not for-profit corporations.

This Association shall not:

1. Lend any of its income, or corpus, without the receipt of adequate security and a reasonable interest, to:
2. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services rendered actually, to:
3. Make any part of its services available on a preferential basis, to:
4. Make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth, to: any person who has made a substantial contribution to the Association; or to a member of the family of any such person, or a corporation controlled by any such person, through the ownership, directly or indirectly, of fifty percent (50%) or more of its voting stock or fifty percent (50%) or more of the total value of all shares of all classes of stock of the corporation.

### **Section 4: Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the laws of the United States, the State of Illinois, or with these Bylaws, or any special rules of order the Association may adopt.

**ARTICLE XIII: AMENDMENTS****Section 1: Procedure**

These Bylaws may be altered, amended or repealed, and new Bylaws adopted when such is proposed in writing to the Executive Committee for an affirmative two-thirds (2/3) vote taken at a meeting of the Committee when a quorum is present; when the Executive Committee, having approved of the alteration, amendment(s), repeal or new Bylaws, communicates the proposal in writing to the Association membership-at-large at least thirty (30) days prior to the annual general membership business meeting; and when the proposal is adopted by an affirmative vote of two-thirds (2/3) of the members voting at the annual general membership business meeting.

**Section 2: Emergency Suspension**

In an emergency, a provision of these Bylaws may be temporarily suspended by the Board or by the Executive Committee; however, at the next annual general membership business meeting the justification of the emergency, the temporary suspension as well as the resulting action shall be reviewed for the membership.