

# The Constitution of The Little Theatre of Tuscarawas County

## Article I - MISSION

### Mission Statement

The Little Theatre of Tuscarawas County is an active community theatre and nonprofit organization dedicated to providing live theater, educational, and volunteer opportunities for all ages in the Tuscarawas County area, and to supporting the arts across the state of Ohio.

## Article II - MEMBERSHIP

Section 1: CLASSES – There shall be three classes of membership.

- Marquee Members shall be honorary members for life who shall be designated by a majority vote of the Board for their outstanding service to the Little Theatre. Induction into the Marquee Club shall be awarded at the annual Marquee Club dinner in the Spring of each year. Marquee Members are excluded from payment of annual dues.
- Active Members shall be members over the age of 18 so long as their annual dues are paid, amount to be determined by a majority vote by the Board.
- Junior Members shall be all those meeting the requirements of Active Members except that their age limitation shall be held to those 17 years of age or less and shall have no voting privileges until they reach their 18<sup>th</sup> birthday.

### Section 2: PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

- All Members may attend and vote on issues brought before them during the annual meeting, except Junior Members under the age of 18.
- All Members will receive the Curtain Call newsletter.
- All Members will receive \$1.00 off the ticket price for every opening night of the regular season.
- All Members will receive a copy of the Little Theatre of Tuscarawas County, Inc. Constitution either electronically or in print.
- All Members will promote the Little Theatre and its activities.
- All Active Members are eligible to be nominated to the Board of Trustees of the Little Theatre of Tuscarawas County, Inc.

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## Article III – BOARD OF TRUSTEES

### Section 1: COMPOSITION AND RESPONSIBILITIES

- The operation, control and management of the business, properties and assets of the corporation shall be vested in the Board of Trustees, which shall be composed of nine (9) members.
- Each member of the Board of Trustees shall be elected to serve for a term of three (3) years or until his/her successor has been elected and qualified.
- The terms of three (3) members of the Board of Trustees shall expire each year.

### Section 2: BOARD MEMBERSHIP

- **Only** Active and **Marquee** Members of the Little Theatre shall be eligible for election to the Board of Trustees.
- No member of the Board of Trustees shall be eligible to succeed himself/herself on said Board of Trustees.
- The outgoing President, should his/her term as Trustee expire, **must** remain an ex-officio, non-voting member of the Board of Trustees for the succeeding year.
- No member of the Board of Trustees, during his/her term of office, shall be eligible for appointment as a Play Director.
- The newly elected trustees and officers (President, Vice President, Secretary and Treasurer) shall assume their responsibilities of office on October 1<sup>st</sup> of that year. The newly elected trustees shall participate in all phases of theatre operations except voting at Board Meetings until October 1<sup>st</sup>.
- **The outgoing trustees and officers (President, Vice President, Secretary and Treasurer) shall continue the responsibilities of office through October 1<sup>st</sup> of that year.**

### Section 3: VACANCIES

- Upon the majority vote of the members of the Board of Trustees, the office of any member thereof who has missed three (3) **unexcused**, consecutive meetings of the Board shall be declared vacated, unless the reasons submitted for such absences are satisfactory to the other Board members.

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- Vacancies on the Board of Trustees, whether by the operation of this section or for any other reason shall be filled by the appointment of the President with the consent and approval of the Board of Trustees. Each appointee shall serve until the completion of the current fiscal year at which time an election will be held to fill the remaining term.

## Section 4: MEETINGS OF THE BOARD OF TRUSTEES

- All regular meetings of the Board of Trustees shall be open to the public.
- The first Board of Trustees meeting in the new fiscal year shall be held immediately following the annual meeting of the members of the corporation for the purpose of electing officers and establishing a regular meeting time.
- Regular meetings of the Board of Trustees shall be held on the first Tuesday of every month. This date may be changed at the discretion of the President or by common agreement of at least five (5) members of the Board of Trustees.
- A majority of the Board shall constitute a quorum for the purpose of transacting all business of the corporation.
- Special meetings of the Board of Trustees may be held upon the call of the President, or upon the call of the Vice President, or when requested to do so by at least five (5) members of said Board.
- Notice of all meetings of the Board shall be given to each member of said board at least three (3) days prior thereto.
- In all cases of discrepancy, unless specifically noted in this Constitution, Robert's Rules of Order shall prevail.

## Article IV - OFFICERS

### Section 1: ELECTED OFFICERS OF THE LITTLE THEATRE OF TUSCARAWAS COUNTY

- The officers of the Little Theatre shall be a President, Vice-President, Secretary, and Treasurer.
- The officers shall be elected to serve for a term of one (1) year and can be re-elected/re-appointed by additional terms.
- At least thirty (30) days prior to the Annual Meeting of the members, the President shall appoint a nominating committee consisting of three (3) members of the Board of Trustees,

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excluding the President. This nominating committee will recommend at least one (1) qualified candidate for each of the offices of President and Vice President.

- The President and Vice-President shall be elected from the members of the Board of Trustees by a majority vote of the Board of Trustees present at the first meeting of the Board of Trustees after the Annual Meeting.

## Section 2: APPOINTED OFFICERS OF THE LITTLE THEATRE OF TUSCARAWAS COUNTY

- Neither the Secretary nor the Treasurer need be a member of the Board of Trustees. They shall be chosen by the President and approved by the Board of Trustees.
- The Secretary shall be paid a stipend of \$250 for the performance of the following duties:
  - Timely distribution of minutes of the regular meetings and annual meeting to all Board members.
  - Permanent maintenance of the minutes of all regular meetings and the annual meeting of the Board of Trustees.
  - Maintenance of the Little Theatre website.
  - Maintenance of a current mailing list of all patrons, members, and subscribers to the Little Theatre.
  - Obtain all performance rights and scripts and return all scripts as required.
  - Provide printed copies of ballots for the annual meeting.
  - Other duties as assigned.
- The Treasurer shall be paid a stipend of \$500 for the performance of the following duties:
  - Maintenance of all financial records.
  - Preparation of monthly financial report for submission to the Board at regular monthly meetings.
  - Preparation of an annual financial report for distribution at the annual membership meeting.
  - Payment of all bills and reimbursements.
  - Establish and maintain memorial funds as necessary.

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- Provide change for the box office and concession stand during the run of each show.
- Other duties as assigned.

## Section 3: VACANCIES

- A vacancy in any office may be filled by the Board of Trustees at any subsequent meeting.

## Article V

### Section 1: REGULAR COMMITTEES:

- The President, with approval of the Board of Trustees, shall appoint chairpersons for the following committees:

Play Reading  
Membership  
Wardrobe  
Building & Grounds  
Housekeeping  
Concessions  
Lighting  
Patrons  
Sound  
Ushers  
Hair and Make up  
Properties  
Box Office  
Back Shop/Set Building  
Marketing  
Grant Writing  
Social Media and Website  
Publicity  
Curtain Call  
Capital Improvements  
Historian  
House  
Ohio Community Theatre Association Delegate

- The chairperson of each committee shall appoint additional members as needed.

### Section 2: SPECIAL COMMITTEES

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- The President, with approval of the Board of Trustees, may from time to time name such additional temporary or special purpose committees as may be considered advisable.

## Section 3: COMMITTEE RESPONSIBILITIES

- For additional information regarding the scope and responsibilities of the cosee the “Standard Operating Procedures of the Little Theatre of Tuscarawas County” document.

## ARTICLE VI – OPERATING STAFF

### Section 1: PLAY DIRECTOR

- The Board of Trustees, upon approving the shows for the upcoming regular season, accepts the Play Director for each production.
- The Play Director shall:
  - Submit a signed contract.
  - Submit a budget.
  - Conduct auditions.
  - Select casts.
  - Select key production personnel.
  - Conduct rehearsals.
  - Other customary duties as outlined in the Directors’ Contract.

### Section 2: PRODUCER

- The Board of Trustees shall appoint a Producer for each show of the regular season who is a member of the Board.
- The Producer shall serve as a liaison between the Board of Trustees and the Play Director.
- The Producers shall submit a budget for each production for Board approval.
- The Producer shall perform other customary duties as outlined in “The Standard Operating Procedures of the Little Theatre of Tuscarawas” document.

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## ARTICLE VII – MEETINGS OF THE CORPORATION AND ELECTIONS

### Section 1: ANNUAL MEETING

- The Annual Meeting of the members of the corporation for the purpose of election of members of the Board of Trustees shall be held prior to October 1<sup>st</sup> of each year.
- **Written notification, in addition to electronic communications,** of the Annual Meeting shall be given to all members at least five (5) days prior to said meeting.
- **Those voting members attending the Annual Meeting of the members of the corporation shall constitute a quorum.**
- **In all cases of discrepancy, unless specifically noted in this Constitution, Robert's Rules of Order shall prevail.**

### Section 2: NOMINATIONS AND ELECTIONS

- At least thirty (30) days prior to the Annual Meeting of the members, the President shall appoint a nominating committee consisting of three (3) members of the Board of Trustees, excluding the President. This nominating committee will prepare a list of candidates for election to the Board of Trustees.
- The Nominating Committee shall present a list of nominees for election to the Board of Trustees to the general membership at the Annual Meeting.
- Additional nominations may be made from the floor by the members of the corporation at the Annual Meeting.
- Election of members to the Board of Trustees shall be by written ballot.
- Each Active Member of the corporation in attendance at the Annual Meeting shall be entitled to one (1) vote for each of three (3) nominees, but there shall be no cumulative voting.
- The three nominees obtaining the greatest number of votes shall be declared elected. Ties preventing the election of three (3) members of the Board of Trustees shall be determined by additional ballots as required.
- There shall be NO proxy voting for members of the Board of Trustees.

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## Section 3: OTHER MEMBERSHIP MEETINGS

- Special meetings of the members of the corporation may be called by the President, or by call of the Secretary upon written request of a majority of the Board of Trustees, or by written request of fifty-one percent (51%) of the voting members of the corporation.
- Those voting members attending the Annual Meeting of the members of the corporation shall constitute a quorum.
- In all cases of discrepancy, unless specifically noted in this Constitution, Robert's Rules of Order shall prevail.

## ARTICLE VIII – CONSTITUTIONAL AMENDMENTS

- Section 1: The Constitution may be amended by a majority vote of the members present at a Special Meeting called for that purpose, provided the terms of the proposed amendments shall have been mailed via US Post or electronically to each member entitled to vote not less than ten (10) days before such meeting.
- Section 2: Amendments may be proposed by the Board or by 51% of the members of The Little Theatre, and shall be submitted in writing to the Secretary. A Board designee shall present the same for action at a Special Meeting of members which shall be called for that purpose by the President.
- Section 3: All amendments or revisions of the Constitution are to be added to the Charter of the Little Theatre of Tuscarawas County upon renewal of said Charter.