

# SONshine Theater, Inc.

## Draft Bylaws

### Article I

#### OBJECTS AND PURPOSES

**SECTION 1:** The objects of the corporation shall be those set out in the Articles of Incorporation and Charter of the Corporation.

**SECTION 2:** The mission of SONShine Theater, Inc. is to proclaim the Gospel of Jesus Christ in quality stage productions. The purposes of the Corporation are: to stimulate, promote, teach and develop interest in the dramatic arts; to educate the general public in the dramatic arts; to advance the general level of culture in the field of dramatic arts by the establishment and maintenance of a theater for the production of plays, musicals, readings, dramas, comedies, shows, exhibitions, and dramatic arts in all forms and of the highest standards; and to bring all aspects of the dramatic arts to areas and centers not adequately served at the present time.

### Article II

#### PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, except that the Corporation shall have the authority and power to pay reasonable compensation for services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence from taxation under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any succeeding or future Federal income tax law).

### Article III

#### MEMBERSHIP

**SECTION 1:** Membership shall be voluntary.

**SECTION 2:** Active members shall be those who have purchased season tickets for the current season; the price of season tickets shall be determined annually by the Board of Directors. Members shall be eligible to participate in all activities, to hold office and to receive all other rights and benefits of membership.

**SECTION 3:** Each member shall be entitled to one vote per season ticket in any and all matters requiring a vote of the membership.

## **Article IV**

### **BOARD OF DIRECTORS AND OFFICERS**

**SECTION 1:** The officers of the Corporation shall be a President, Vice-president, Secretary and Treasurer, together with a Board of Directors consisting of twenty-one (21) members, which number shall include the four (4) officers specifically mentioned hereinabove; additionally, the President of the Theater Guild shall serve as a ex officio non-voting member of the Board of Directors.

**SECTION 2:** Each year seven (7) new Directors shall be elected by the Board of Directors for a term of three (3) years at the regularly scheduled May meeting of the Board of Directors. The slate of nominees shall consist of a list of members submitted by the executive committee, along with such other members as the Board by majority vote may choose to name. The number of nominees shall exceed the number of vacant positions by at least one (1) name. Election shall be by secret ballot of the Board members present and voting and the results shall be announced and certified at the close of the meeting.

**SECTION 3:** Directors shall assume their office at the next Board meeting following certification by the Board of Directors and shall serve for their elected term or until their successors are elected.

**SECTION 4:** The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The committee shall meet upon the call of the President and shall take such steps as are necessary to fulfill the aims and purposes and to carry out the authorized activities of the Corporation. All actions or recommendations of the Executive Committee will be reported to the Board of Directors at the next meeting thereof.

**SECTION 5:** The President shall preside at all directors and members meetings, shall have the general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the Corporation and shall perform all such other duties as are incident to his office.

**SECTION 6:** The Vice President shall perform the duties of the President in the absence of the President.

**SECTION 7:** The Secretary shall issue notices of all meetings and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers, other than financial, shall attest with his signature all written contracts of the Corporation; and shall perform all such other duties as are incident to this office.

**SECTION 8:** The Treasurer shall have the custody of all money of the Corporation and shall give bond, the cost of which shall be borne by the Corporation, in such sum as may be determined by the Board of Directors, and with such sureties as the Directors may require, conditioned upon the faithful performance of his office. He shall keep regular books of accounts and shall submit them, together with all vouchers, receipts, records and other papers, to the

Directors for their examination and approval as often as they may require, and shall perform all other duties as are incident to this office. Any check in excess of One Hundred Dollars (\$100.00) must be countersigned by the President or Treasurer of the Corporation. An annual audit of the books and accounts of the Corporation shall be conducted by a certified public accountant selected by the Board of Directors. Any or all of these duties or authorities may be delegated to the Business Manager by the Board of Directors.

**SECTION 9:** Vacancies occurring in any office, including the Board of Directors, may be filled by appointment of the Board. The term of a newly appointed Director shall extend for the unexpired portion of the Directorship to which he is appointed. In case of a vacancy in any of the offices of the Corporation, the term of such newly appointed officer shall be only for the unexpired term of the vacated office.

## **Article V**

### **MEETINGS**

**SECTION 1:** At the May meeting of the Board of Directors, the Board shall elect the officers of the Corporation from its membership. Regular and/or special meetings of the Board may be called by the President, and in his absence, by the Vice President.

**SECTION 2:** A quorum for the transaction of business at any regular or special meeting of the Board shall consist of three (3) members of the Board and Roberts Rules of Order shall govern procedure at all meetings.

**SECTION 3:** A member who shall miss three (3) or more regularly scheduled board meetings in a twelve month period shall automatically be removed from office upon notice to the member by the President or his designate; and, the vacancy created thereby shall be filled by majority vote of the Board, provided, however, that the Board may, by majority vote, grant any member one three month leave of absence in the sole discretion of the Board.

## **Article VI**

### **COMMITTEES**

**SECTION 1:** The President shall appoint the Chairman all committees from the membership of the Board. The Chairman of each committee, with the advice and consent of the President, shall select all other members of his or her committee. The President shall be an ex officio member of all committees except the Nominating Committee.

**SECTION 2:** The standing committees of the Corporation shall be:

**A. Play Reading** - This Committee shall read plays and by the December Board meeting each year shall present recommendations to the Board for the next year. The Board will discuss the selections at the January, February and March meetings and will announce the next season's selections by not later than March 31 or before opening night of the last production, whichever

comes earlier.

**B. Building Committee** - This Committee shall be responsible for the maintenance and management of the physical plant and contents thereof owned by the Corporation and such other duties as may be assigned it by the President or the Board of Directors.

**C. Scholarship Committee** - This Committee shall be responsible for recommending recipients of Tupelo Community Theater scholarships and shall be responsible for such other duties as may be assigned it by the President or Board of Directors.

**D. Hospitality Committee** - This Committee shall be responsible for cast parties and such other duties as may be assigned it by the President or Board of Directors; the President of the Theater Guild shall be an ex officio member of this committee.

**E. Production Committee** - The Production Committee shall have supervision and authority over all production activities of the Theater, subject to the direction of the President, and shall be responsible for such other duties as may be assigned it by the President or Board of Directors.

## **Article VII**

### **MISCELLANEOUS**

**SECTION 1:** The positions of House Manager and Business Manager shall be filled either from the membership of the Board or by such persons as the Board may appoint or employ and the duties of these persons shall be those as may be set out by the Board of Directors.

## **Article VIII**

### **AMENDMENTS**

These By-Laws can be amended at a called meeting of the general membership by publication in the local newspaper two weeks (2) prior thereto.