



# Bylaws

## The Bylaws of Mississippi Theatre Association Inc.

### **ARTICLE I**

This Corporation shall function as the Mississippi affiliate of the Southeastern Theatre Conference, Inc.

### **ARTICLE II - Dues and Fees**

The Board of Directors shall set and publish the dues and convention fees for various classes of membership in accordance with the financial status of the Corporation, and shall review the established dues upon the advice of the Treasurer. All Board members must be members of the Mississippi Theatre Association and must pay their membership dues annually.

## **ARTICLE III - Amendment of Bylaws and Charter of Incorporation**

- Section 1. The Bylaws may be amended, altered, or rescinded by the Board of Directors, provided that such amendments not be effective until approved by a majority vote at the next annual meeting or convention, or at a special meeting called for that purpose.
- Section 2. Proposed amendments to the Charter of Incorporation may be considered at any annual meeting of members or any special meeting called for that purpose. To become effective, such amendments require approval by a two-thirds vote.
- Section 3. Proposed changes in these Bylaws and in the Charter of Incorporation; however originated, shall be studied by the Board of Directors. Proposed amendments approved by the Board of Directors shall be circulated to the active membership at least two (2) weeks prior to the meetings of the membership at which they are to be submitted for approval.

## **ARTICLE IV - Board of Directors**

- Section 1. The affairs of the Corporation shall be managed by a Board of Directors composed of the following:
- The four elected officers of the Corporation:
    - a president to serve for a term of three (3) years;
    - a vice president to serve for a term of one (1) year;
    - a secretary to serve for a term of one (1) year;
    - a treasurer to serve for a term of one (1) year.
    - The immediate past president to serve a term of two (2) years;
  - The State Representative to the Southeastern Theatre Conference to serve for a term of three (3) years, to be appointed by the President with the approval of the Board of Directors
  - A Divisional Chairman, to serve for a term of two (2) years, from each of the interest divisions of the Association, provided such divisions are currently active, which are:
    - Secondary School Theatre Division

- College and University Theatre Division
- Community Theatre Division
- Theatre for Youth
- 10-Minute Festival
- Secondary Individual Events
- Community Theatre - Adult Individual Events
- Professional Theatre Division to be appointed by the President with the approval of the Board of Directors.
- The Division Chair will be active in the division represented.
- The Division Vice Chair shall serve as an ex-officio, non-voting member of the Board.

Section 2. The Board of Directors shall be the administrative, policy making and planning body of the Corporation. It shall be the ultimate authority when the Corporation is not meeting.

## **ARTICLE V - Executive Committee**

The Executive Committee shall consist of the four elected officers of the Corporation and the immediate past president. The Executive Committee shall act for, and have the power of, the Board of Directors in the interim between Board of Directors meetings, but any action taken under this authority must be reported to the full Board of Directors at its next meeting. This committee shall meet at the call of the President.

## **ARTICLE VI - Duties of Officers**

Section 1. The President shall:

- Preside at all meetings of the membership
- Call and preside at meetings of the Board of Directors and the Executive Committee
- Appoint a chairperson for each standing committee and appoint special committees as he deems necessary
- Be a member ex officio of all committees except the Nominating Committee
- Develop and maintain close contact with other organizations and foundations that might give support to, or require assistance from this Corporation
- Travel, when necessary, representing the Corporation;
- Perform such other duties as normally pertain to the President of an organization

Section 2. The Vice President shall:

- Perform the duties of the President when designated to do so by the President or when the President is unable to fulfill such duties

Section 3. The Secretary shall:

- Keep a full and accurate record of the proceedings before the Executive Committee, the Board of Directors, the annual meeting and special membership meetings
- Maintain a current file of operations manuals for all ongoing Corporation functions
- Perform such other duties as normally pertain to the Secretary of an organization
- Maintain the Association's Handbook
- Maintain and safeguard official documents of the corporation

Section 4. The Treasurer shall:

1. Collect and deposit annual dues as set by the Board of Directors
2. Pay all bills incurred when due
3. Maintain a suitable program of investment of Corporation funds not needed for current operation and report on the same at the annual meeting perform such other duties as normally pertain to the Treasurer of an organization

## **ARTICLE VII - Duties of the SETC Representative**

The State Representative to the Southeastern Theatre Conference shall:

- Provide liaison between the board of Directors of this Corporation and that of the Southeastern Theatre Conference
- Promote Mississippi theatre activities on the regional level through publicity and attendance at regional meetings
- Report annually to the Corporation through the newsletter the activities of his office during the past year

## **ARTICLE VIII - Duties of Divisional Chairpersons**

The Divisional Chairman shall:

- Furnish leadership for the division they represent
- Coordinate such festivals as their division may sponsor
- Stimulate and develop interest in their respective areas
- File reports of the work of their respective divisions on the dates requested by the Vice President, and to the Executive Director
- Report on activities of their respective division at the general membership meeting

## **ARTICLE IX - Election of Officers**

- Section 1. The Nominating Committee shall present a slate of officers for election at the general membership meeting of each annual convention. Additional nominations may be accepted from the floor at this time. Officers shall be elected by a majority vote.
- Section 2. The Board of Directors shall have the authority to fill any vacancy created by death, resignation or disability of any elected officer of the Corporation. The replacement officer by the Board of Directors shall be supervised by the highest-ranking remaining officer.

## **ARTICLE X - Meetings**

- Section 1. There shall be an annual convention of members at a time and place fixed by the Board of Directors or by a majority vote at any annual convention. At this convention, an opportunity shall be provided for having a business session for consideration of business by the Corporation, for action on the Board of Directors programs, and for hearing and considering reports of committees. Members present shall constitute a quorum at a business meeting.

Section 2. The Board of Directors shall meet at a minimum of two times per year. The President may call other meetings of the Board of Directors whenever he deems necessary; the President must call a meeting of the Board of Directors whenever requested to do so by any three (3) members of the Board of Directors. A majority of the membership of the Board of Directors shall constitute a quorum.

## **ARTICLE XI - Standing Committees**

Section 1. The Bylaws Committee shall consist of a chairman appointed by the President and members selected by the chairman on the approval of the President. It shall review all proposals for change in the Charter of Incorporation or Bylaws and make recommendations to the Board of Directors.

Section 2. The Nominating Committee shall consist of a chairman, appointed by the President and members selected by the committee chair on the approval of the President. The duties of the Nominating Committee shall be:

- Nomination of a candidate for each office for election at the annual festival
- Supervision of any honors bestowed in the name of the Corporation.

## **ARTICLE XII - Central Office**

The Board of Directors may appoint an administrative director and/or an executive director and other assistance for operation of a central office with powers and duties established by the board of Directors.

## **ARTICLE XIII - Fiscal Management**

Section 1. The Treasurer shall pay accounts. No other committee, or individual is authorized to pay accounts, promise to pay accounts, or incur liability on behalf of the Corporation without approval of the Board of Directors.

Section 2. The fiscal year shall begin on July 1 of each year and end on June 30 of the next year.