

By – Laws

MARATHON COMMUNITY THEATRE

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Revised September 2010  
Revised June 2009  
Revised March 2008  
Revised August 2004  
Amended October 1999  
Revised August 1999  
Printed April 1995  
Revised March 1995  
Revised December 1992  
Amended (editing only) February 1991  
Printed October 1990  
Amended February 1990  
Amended January 1989  
Amended August 1988  
Revised May 1987

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## **PREAMBLE**

**Section 1. Name**

The name of this organization shall be Marathon Community Theatre (designated in the By-Laws as MCT).

**Section 2: Mission**

The Marathon Community Theatre, a non-profit corporation designated by the I.R.S. as a 501(c)3 organization, is formed for the purpose of contributing to and enhancing the cultural life of the Marathon area of the Florida Keys by presenting productions, functions and activities in the arts as frequently as practicable, thus offering an opportunity for self-expression in the dramatic arts and kindred fields.

## **ARTICLE I - MEMBERSHIP**

**Section 1. Definition**

Membership is open to any person desiring to participate in the activities of MCT who pay annual dues and abide by the regulations set in these by-laws. A member is entitled to attend regular meetings, including monthly board meetings, and to vote at the annual meeting. Past members whose dues are not paid within 45 days of notice lose membership status, may not participate in any MCT activities, not hold office, or vote. Reinstatement will occur upon payment of dues. Membership dues are set by the Board of Directors.

**1.1 Student Members**

Full-time students under the age of 23 are eligible for a discount membership fee set by the Board. Those student members not yet of majority, age 18, are not eligible to hold office or vote. They may otherwise participate fully in all activities of MCT.

**1.2 Regular Members**

See Section 1.

**1.3 Family Membership**

Families, including minor children residing at home, may be admitted to MCT under a discounted family membership fee set by the Board. Adult members are full participating members. However, minor children are not eligible to hold office nor vote.

**1.4 Membership Year**

The MCT membership year shall run from July 1 through June 30 of the following year.

**Section 2. Quorum**

Ten percent (10%) of the membership plus a majority of the officers and directors of the Board of MCT shall constitute a quorum for all membership meetings including the annual membership meeting.

**Section 3: Meetings**

**3.1 Annual Membership Meeting**

3.1.1 The Annual Membership Meeting shall be held in ~~September~~ following the end of the fiscal year on a date designated by the Board of Directors.

3.1.2 Agenda

Call to Order

Approve the minutes of the last annual meeting

Receive the annual report of the President

Receive the annual report of the Treasurer

Receive the annual report of the General Business Manager

Any other business or committee reports as may be properly brought before the membership

**3.2 General Membership Meetings**

3.2.1 General membership meetings shall be held at least quarterly.

3.2.2 An agenda will be provided

**Section 4. Special Meetings**

4.1 A special meeting of the membership of MCT can be called by the President, a quorum of the Board of Directors, or a petition of 20% of the eligible voting members of MCT.

4.2 Agenda

Call to Order

Reading of the motion

Transaction of the business stated within the motion

Adjournment

4.3 Quorum

A quorum for a special meeting will consist of 20% of the eligible voting membership of MCT present in person, if called by petition. Otherwise, the regular quorum shall apply.

4.4 Notification

Members must be notified of a special membership meeting of MCT in writing or by email 48 hours prior to the called meeting.

**ARTICLE II - OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Definition**

A Board of Directors shall consist of at least 15, but not more than 20, regular members. Officers consisting of a President, Executive Vice President, Vice President of Production, Secretary and Treasurer shall be elected annually from the Board of Directors. The immediate past President will serve as an ex-officio member, if not re-elected as a regular board member.

**Section 2. Term of Office**

Board members shall be elected for a two-year term, in a staggered manner, and may succeed themselves twice. The President is restricted to two successive terms. This restriction applies only to the office of President and the immediate past President may be reelected to the Board as a regular member.

**Section 3. Eligibility**

3.1 The elected Board members of MCT must be year-round residents and shall be chosen from the regular voting membership of MCT. After determining that all are members in good standing, having paid membership fees for the forthcoming MCT fiscal year, and are of legal age.

3.2 To hold office, the member must have attended general membership meetings and participated in productions and/or activities which benefit the organization and the community.

3.2 No two members of the same household shall serve on the Board of Directors during the same time period.

**Section 4. Elections**

4.1 The Board members shall be chosen from a slate presented by the nominating committee and/or from nominations by eligible voting members. Nominations from voting members shall be presented in accordance with Article IV – Section 1. At the April meeting prior to the general meeting, the Board size for the next year shall be decided in accordance with Article II Section 1.

4.2 Election of Board members shall take place by a majority of eligible voting members in person or by absentee ballot at the June general meeting providing a quorum is present.

4.2.1 Eligible voting members are defined as those members whose dues are paid or postmarked prior to the end of the fiscal year preceding the election.

4.2.2 If two candidates receive an equal number of votes, a vote of those eligible members present for the meeting shall serve as the tie breaker.

4.3 Newly elected members will assume their duties at the June board meeting. Outgoing Board members will remain ex-officio members of the Board until the end of the membership year.

**Section 5. Vacancy**

5.1 When a vacancy or a prolonged absence occurs in any of the elected offices, with the exception of the Presidency, the Board shall appoint a Board member to the vacancy for the balance of the term of office, or the duration of the absence.

5.2 Should a vacancy occur on the Board, it shall be filled for the balance of the vacating member's term or the membership year, whichever is shorter, by the available candidate receiving the next highest vote at the previous election.

- 5.3 It is not mandatory to fill the vacancy unless the total number of board members drops below the specified minimum of 15 members.

## **Section 6. Duties and Responsibilities**

### **6.1 President**

- 6.1.1 The President shall preside over all membership meetings and all meetings of the Board of Directors.
- 6.1.2 The President shall appoint from volunteers, members for all special and standing committees.
- 6.1.3 The President shall serve as an ex-officio member of all committees.
- 6.1.4 The President is responsible the agenda for each board and membership meeting.
- 6.1.5 The President shall report to the membership on activities and decisions of the Board at each general membership meeting.

### **6.2 Executive Vice President**

- 6.2.1 The Executive Vice President shall perform the duties of the President in the absence of the President.
- 6.2.2 The Executive Vice President shall also assist in the execution of the duties of President as directed by the President.

### **6.3 Vice President of Production**

- 6.3.1 The Vice President of Production shall act as Executive Producer in all phases of production. Other responsibilities include but are not limited to:
- 6.3.1.1 In conjunction with staff and committees, within the parameters and guidelines established by the Board of Directors, approve all building rentals, production contracts and venue scheduling, and
- 6.3.1.2 Recommendation to the Board of Director for approval of the upcoming season, the directors, and the performance dates thereof, and
- 6.3.1.3 Supervision of auditions
- 6.3.2 The VP of Production will work in conjunction with the Treasurer to prepare the operating budget of each production for presentation to the play director and producer.
- 6.3.3 The VP of Production serves as Assistant Chairman of the Play Reading Committee
- 6.3.4 The VP of Production supervises the Technical Director

### **6.4 Secretary**

- 6.4.1 The Secretary shall keep the minutes of all membership meetings and all meetings of the Board of Directors. A copy of these minutes shall be distributed to each Board member as soon after each meeting as practical and shall be available as a permanent record to all general members.

6.4.2 The secretary is responsible for maintaining attendance records for all board of director meetings

**6.5 Treasurer**

6.5.1 The Treasurer, in conjunction with Staff and the Finance Committee, shall prepare the annual general operating budget.

6.5.2 The Treasurer oversees the accounting staff in the process of receiving all monies and disbursements, and the disbursement by check all funds owed in a timely manner. Such disbursements by agents of the Corporation shall be made upon authorization of the Board of Directors. Agents shall provide the Treasurer/accounting staff with timely reports of authorized expenditures.

6.5.3 The Treasurer or designee shall report the account balances and outstanding debts at each board and membership meeting. The report shall then be submitted in writing for the permanent record and available to the general membership.

6.5.4 The accounts of the Treasurer shall have an outside review and/or audit by an accountant and/or CPA annually. The results shall be presented to the general membership at the next general meeting following completion of the audit/review. Accounts shall be presented to the selected reviewer by September 1<sup>st</sup> each year.

**6.6 Board of Directors**

6.6.1 The Board of Directors shall act on all matters of policy.

6.6.2 The Board of Directors are hereby authorized and empowered to form any subsidiary legal entity(s) and accounts which it claims necessary or appropriate for furthering the purpose of MCT, provided that the non-profit, tax-free status of the Corporation is not altered, modified, or adversely affected in any manner whatsoever.

6.6.3 The Board shall be responsible for authorizing and approving the activities and expenditures of all standing and special committees.

6.6.4 In addition to their regular duties, the officers shall be regular voting members of the Board of Directors.

6.6.5 The Board shall determine the price of admission tickets to productions of MCT.

6.6.6 Board members shall render all possible assistance to the director of a production during casting, rehearsals and performance.

6.6.7 The Board may select a Parliamentarian who will be provided with a copy of the Rules of Order, as well as the By-Laws.

6.6.8 The Board shall determine the need for and the job descriptions of all paid MCT Staff.

**Section 7. Meetings**

7.1 The Board of Directors of MCT shall meet at least monthly

7.1.1 on a date designated by a majority vote of Board members

7.1.2 When called by the President

7.1.3 Upon the request of a majority of Board members

7.2 Any of the above meetings may be designated as a regular monthly meeting of the Board of Directors.

7.3 An agenda shall be provided

## **Section 8. Quorum**

A majority of the Board of Directors in addition to the President, or in the absence of the President, to Executive Vice President, or in the absence of the Executive Vice President, the Vice President of Production shall constitute a quorum for a Board of Directors meeting.

## **Section 9. Nonfeasance and Malfeasance**

Any officer or director, by an affirmative vote of at least two-thirds of the Board members may be removed from office for nonfeasance or malfeasance in the performance of duties. Missing two consecutive Board meetings without prior notification of proper extenuating circumstances constitutes nonfeasance.

## **Section 10. Conflict of Interest**

Any officer or director has an affirmative duty to disclose possible conflicts of interest prior to discussion or voting on a subject before the Board. Any officer or director may elect to abstain from voting on matters before the Board when he feels a conflict of interest with the subject at hand. Any officer or director must abstain from voting when a majority of the Board present determines that there is a conflict of interest to preclude his ballot on the issue.

# **ARTICLE III – STANDING COMMITTEES**

## **Introduction**

Standing Committee Chairmen, or their designees, shall attend and report at each Board meeting.

## **Section 1. Executive Committee**

- 1.1 The Executive Committee shall consist of the five elected officers of the Board of Directors: The president, executive vice president, vice president of production, secretary and treasurer. The immediate past president may serve as an ex-officio member
- 1.2 The committee is responsible for the employment, annual evaluation and termination of MCT Staff. The committee shall also recommend to the full Board the salary and/or bonus plan structures for all paid MCT employees.
- 1.3 The committee is empowered to make emergency decisions for MCT in the absence of a quorum of the Board of Directors. Emergency decisions are those which must be made in a time frame which precludes a special meeting of the entire board.

## **Section 2. Play Reading Committee**

- 2.1 The Committee shall read and recommend to the Board of Directors selected plays for the subsequent production season. The season shall be arranged by the final production dates for the current season.

- 2.2 The Chairman of the Play Reading Committee shall be responsible for obtaining, and returning if necessary the reading/perusal scripts for each play/musical to be recommended.
- 2.3 All qualified directors of MCT are advisory members of the committee.

**Section 3. Program Advertising Committee**

- 3.1 The committee shall oversee the sales and compilation of advertisements, presenting printers' estimates and assembling of the program.

**Section 4. Production Public Relations and Advertising Committee**

- 4.1 The committee shall oversee and assist the General Manager in all public relation activities including but not limited to publicity releases, public service announcements, production advertising, design and printing of posters, coordination of radio appearances.
- 4.2 The committee, in conjunction with the Cinema Committee is responsible for oversight of all aspects of advertising in the cinema.

**Section 5. Historical Committee**

The Historian is responsible for collecting and preserving material relevant to MCT activities, included, but not limited to, scrap books, video tapes and other memorabilia.

**Section 6. Stage Committee**

- 6.1 The Stage Committee shall be responsible for determining any needed physical changes to the stage, stage lighting system and stage sound system.
- 6.2 When determined necessary by the Stage Committee based on the specific project, the committee may also include a professional advisor. Fees to be determined/approved by the Board of Directors.

**Section 7. Building/Construction Committee**

- 7.1 The Building Committee shall consist of members selected from the membership, appointed by the President with the approval of the Board, with priority given to those persons who have business experience.
- 7.2 Under its duties and responsibilities, the committee shall:

- Recommend to the Executive Committee employment or termination of building employees
- Establish guidelines and policy for building maintenance and capital projects

**Section 8: Finance Committee**

- 8.1 The Finance Committee shall work with the Treasurer on all budgets and financial recommendations and report to the Board of Directors.
- 8.2 Members of the committee shall include the MCT treasurer and at least three other members who have some experience in reading financial statements and who have an understanding of MCT and its goals.

- 8.3 The committee will meet monthly after the treasurer has prepared the financial statements.
- 8.4 The committee shall review the detailed monthly/year-to-date financial statements and performance against the previous year and budget, make recommendations for cash management.
- 8.5 The committee is responsible for the preparation of and recommending to the Board of Directors the annual operating budget
- 8.6 The committee, in conjunction with the VP of Production, considers any changes to production budgets made by production staff and advises the Board of Directors accordingly.
- 8.7 The committee shall prepare reports and make recommendations on any other financial matter as directed by the board.

**Section 9. Cinema Committee**

- 9.1 The Cinema Committee meets monthly and is responsible for working with the Cinema Manager to determine the needs of the cinema, including but not limited to:
  - employees
  - advertising
  - special events and projects
- 9.2 The cinema budget is part of the overall budgeting process. The committee recommends all budgetary items and submits all expenses to the Finance Committee.
- 9.3 The committee recommends changes or updates to cinema employee job descriptions, bonuses and related items.
- 9.4 The committee works in conjunction with the Advertising Committees (Article III, Sections 3 & 4) concerning the in cinema advertising.

**ARTICLE IV – SPECIAL COMMITTEES**

**Section 1. Nominating Committee**

- 1.1 In February prior to the annual meeting, the President shall present a Nominating Committee from the Board and up to four additional voting members in good standing. The committee shall use its best efforts to guarantee the broadest possible participation of the community in service to the organization.
- 1.2 In March, prior to the annual meeting of MCT, the committee shall present a slate of nominations for the Board, consisting of not less than the number of voted positions, having ascertained all nominees’ willingness to serve in a Board capacity.
- 1.3 At the April and May meetings prior to the annual meeting, nominations will be taken from the floor. At the close of the May meeting, nominations for the printed ballot will be closed. At the April meeting prior to the annual meeting, the size of the Board will be determined for the next year according to Article II Section 1.
- 1.4 There will be a place for write-in candidates on the ballot.

- 1.5 The committee shall determine the eligibility of candidates, supervise the election, count the ballots and report the results to the membership.
- 1.6 The Nominating Committee will function as an Election Committee at the election of Board members and may use the same electronic transmission and receipt of information as outlined in Articles IX & X.

**Section 2. By-Laws Committee**

- 2.1 The By-Laws Committee shall annually review the By-Laws of MCT and make such recommendations as indicated to keep them current with the activities of the organization.
- 2.2 Recommendations for changes or amendments to the By-Laws shall be submitted in writing to the Board of Directors and subsequently to the general membership, indicating the Article and Section, current wording and the recommended changes. Additions will be specifically indicated.

**Section 3. Other Committees**

Other committees may be appointed by the President and the Board of Directors as indicated by the activities of MCT to accomplish its stated goals and objectives.

**ARTICLE V - FISCAL YEAR**

**Section 1. Definition**

The fiscal year begins on July 1<sup>st</sup> and ends on June 30<sup>th</sup> of the following year.

**ARTICLE VI - INDEBTEDNESS**

**Section 1.** No one shall make any purchase or otherwise obligate MCT for any expenditure except on the authorization of the Board of Directors.

**Section 2.** In the event it would appear necessary for any of the functioning committees to exceed their approved budget, approval for additional funds shall be made by a majority vote of the Board of Directors.

**ARTICLE VII - INDEMNIFICATION AND BONDING**

**Section 1.** MCT Incorporated shall indemnify and bond all duly authorized agents of the Corporation when appropriate.

**ARTICLE VIII - AMENDMENTS**

**Section 1.** Amendments to the By-Laws must be submitted to the general membership in writing or by email or other electronic transmission. Approval of amendments will be by a vote of two-thirds of the voting members present in person or by absentee ballot, provided the

amendment has been presented and circulated at least 30 days prior to adoption of the proposed change.

#### **ARTICLE IX - APPROVAL**

**Section 1.** Approval of the By-Laws is by a two-thirds majority of the voting members present in person or by absentee ballot at a regular meeting of the general membership at least 30 days prior to the vote. Email or other electronic transmission of information will constitute written notification.

#### **ARTICLE X - ABSENTEE BALLOTS/EARLY VOTING**

**Section 1.** In the event an eligible voting member is unable to attend a meeting at which a vote on Amendments, By-Laws, or Election of the Board of Directors will be taken, a ballot may be obtained and submitted prior to the time of the vote.

**Section 2.** Ballots will be available not more than thirty days prior to the designated voting date and up to the time of the vote. Ballots may be sent to members via email or other electronic media transmission. Instructions for voting and for validation of ballots will accompany each ballot transmission regardless of media used.

**Section 3.** Ballots must be returned to the Election Committee or its representative in person, by US Mail or by other common carrier, or by electronic transmission prior to the time of the vote.

**Section 4.** Members are responsible for informing the General Manager/Executive Director of their media preference (email or paper copy) when requesting a ballot for early voting and are responsible for return of the ballot prior to the time of the vote.

#### **ARTICLE XI - RULES OF ORDER**

**Section 1.** Robert's Rules of Order shall apply.