

By-Laws of

The Little Theatre of New Smyrna Beach

Effective September 1, 1998

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**BY-LAWS
LITTLE THEATRE OF NEW SMYRNA BEACH, INC.**

**ARTICLE I
NAME AND PURPOSES**

- Section 1.** The name of this organization shall be the **Little Theatre of New Smyrna Beach, Incorporated**, herein after referred to as the **Little Theatre**.
- Section 2.** The **Little Theatre of New Smyrna Beach, Inc.**, shall be a nonprofit, tax-exempt, non-sectarian, non-partisan organization.
- Section 3.** The purpose of this organization is to promote and develop the literary and cultural arts; to provide for the production, enjoyment and appreciation of dramatics in all phases of theatre; to aid in maintaining the highest possible quality of live theatre; and to promote and facilitate education in all phases of theatre.
- Section 4.** All members and volunteer workers of the **Little Theatre** (including but not limited to those involved in the Board of Directors, Play Directors, House Director, Properties, Tickets, Ushers, Refreshments, and Committees) shall serve without compensation other than satisfying the creative urge in one of the lively arts; for the pleasure of providing personal development in theatre education; and for the opportunity to help in providing good entertainment in the community.

Article I Section 4 of the By-Laws (above) was replaced by the following after approval by the General Membership at the Annual Meeting of May 9, 2000.

Generally, all members and volunteer workers of the Little Theatre (including but not limited to those involved in: the Board of Directors, Play Directors, House Director, Properties, Tickets, Ushers, Refreshments, and Committees) shall serve without compensation other than satisfying the creative urge in one of the lively arts; for the pleasure of providing personal development in theatre education; and for the opportunity to help in providing good entertainment in the community. However, from time to time compensation for members and volunteer workers may be needed to take advantage of a particular skill or profession. When this occurs said member/volunteer shall relinquish all rights to vote on theatre business for the duration of the contract. Officers and members of the Board of Directors shall not be eligible for compensation.

ARTICLE II MEMBERSHIP

- Section 1.** Any person who is interested in forwarding the purpose of the **Little Theatre** shall be eligible for membership. Members under the age of eighteen (18) years shall have full membership rights except for the right to vote or hold office.
- Section 2.** Membership in good standing begins upon acceptance of application for membership and payment of current dues and shall continue until termination of membership. Termination of membership shall occur automatically upon failure to pay dues in accordance with the requirements of the By-Laws or, after due notice and proper hearing, for failure to abide by the terms of the Articles of Incorporation, By-Laws, or other rules governing the **Little Theatre**.
- Section 3.** Membership must be renewed each year with payment of dues prior to commencement of the fiscal year. Membership rolls will be updated at the start of each fiscal year and non-members purged.
- Section 4.** Membership in the **Little Theatre** is required: to participate in meetings, to be eligible for the Board of Directors, to serve on committees, and to vote.
- Section 5.** Membership in the **Little Theatre** is not required in order to be a volunteer or for participation in theatre activities other than as set out in Section 4 above.
- Section 6.** Membership in the **Little Theatre** by the January meeting is required in order to vote in the annual election.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. The Board of Directors of the **Little Theatre** shall consist of seven (7) members, all of whom shall be active members in good standing, and, in addition, the outgoing President shall serve ex officio in a non-voting capacity for one (1) term. Whenever the existing President is reelected to the Board of Directors, the ex officio post shall be vacant.

Section 2. The members of the Board of Directors, other than the immediate Past President, shall be elected by a majority of votes cast at the Annual Meeting election and shall hold office for one year or until their successors are duly elected.

Section 3. All members of the Board of Directors shall be eligible for reelection.

Section 4. A majority of the Board of Directors shall constitute a quorum.

**ARTICLE IV
DUTIES OF THE BOARD OF DIRECTORS**

- Section 1.** Pursuant to the Articles of Incorporation of the **Little Theatre**, the office of President, Vice President, Secretary, and Treasurer shall be determined by the Board of Directors at their organizational meeting prior to the beginning of each fiscal year.
- Section 2.** The business affairs of the organization shall be managed by the Board of Directors. The policy decisions of the organization shall be made by the Board of Directors after giving due consideration to the consensus of the General Membership. Major policy decisions by the Board of Directors shall be reduced to written form as **Policies & Procedures**. The Policies and Procedures Manual will be a separate document from these By-Laws.
- Section 3.** The President shall be the Chief Executive Officer of the organization and shall preside at all General Membership and Board of Directors meetings and shall have the right to vote to break ties. Subject to the approval of the Board of Directors, the President shall appoint all committee chairpersons and shall be an ex officio member of all committees except the Nominating Committee. The list of Board of Directors approved committee chairpersons shall be presented to the membership at the September General Membership meeting. The President will not appoint the chairperson or be an ex officio member of the Nominating Committee.
- Section 4.** The Vice President, in the absence or disability of the President, shall perform all the duties of such office and such other duties as are assigned by the President.
- Section 5.** The Secretary shall keep an accurate record of all Board of Directors and General Membership meetings and shall be responsible for **Little Theatre** correspondence.
- Section 6.** The Treasurer shall be responsible for all monies and Little Theatre bank accounts. The Treasurer shall dispense funds and settle claims incurred by the organization as directed by the Board of Directors. The Treasurer shall keep an account of all receipts and disbursements and shall report them at all meetings. The Treasurer shall be responsible for the preparation of an annual budget to be presented at the September meeting.
- Section 7.** The Board of Directors shall perform such duties and shall head such committees as deemed necessary by the President and the Board of Directors.
- Section 8.** Members of the Board of Directors shall be bonded by the **Little Theatre** and shall be indemnified and held harmless by the **Little Theatre** in accordance with Florida Statutes Section 607.0850 and Section 617.0831.

ARTICLE V
BOARD OF DIRECTORS ELECTION

Section 1. A slate of candidates for the office of Board of Directors, prepared by the Nominating Committee, shall be announced to the membership at the March General Membership meeting. The General Membership shall have the opportunity to make floor nominations for the office of Board of Directors immediately after the presentation of the Nominating Committee's slate in March and again at the April General Membership meeting, providing the nominee is eligible and has given prior consent. After solicitation of floor nominations at the April General Membership meeting is completed, nominations are closed. The ballot for the May election will consist of the Nominating Committee slate and any candidates nominated from the floor. This proposed ballot will be published in the newsletter prior to the election and the candidates on this ballot will be the only people eligible for the May election. No floor nominations will be allowed at the May meeting.

If there are only seven (7) candidates on the slate, voting may be either by voice vote or a showing of hands. If there are more than seven (7) candidates on the slate, voting must be by written ballot. If a written ballot is necessary, the election will proceed as follows:

- A.) No proxy voting or write-in candidate voting will be allowed.
- B.) A ballot with all eligible candidates will be mailed by first class U.S. Mail to all members in good standing no later than the second Tuesday in April.
- C.) Ballots will be embossed with the corporate seal of the Little Theatre. No extra ballots will be prepared, only an amount equal to the number of eligible voters.
- D.) A numbered, self-addressed, return envelope with the words "Ballot Enclosed" prominently displayed on the outside will be enclosed with each ballot. The ballot must be returned in this envelope either by mail or in person to the Secretary. The Secretary will not open the envelopes containing the ballots.
- E.) All ballots must be returned to the Secretary of the **Little Theatre** no later than the May General Membership meeting. All ballots must be received by the Secretary before the Annual Meeting is called to order. The Secretary will check the mailbox after the last mail delivery on the day of the election.

ARTICLE V (continued)
BOARD OF DIRECTORS ELECTION

- F.) A voter register consisting of name and envelope number will be kept by the secretary and, as each envelope comes in, it will be compared to the register to verify that it is from an eligible voter.
- G.) After voting is completed at the May General Membership meeting, the unopened ballot envelopes will be turned over to the Tellers who will open the envelopes and verify that each contains one valid ballot. The envelopes will then be returned to the Secretary to be held with the voter register and then the ballots will be counted and the results reported to the membership. If more than one ballot is included in an envelope, all ballots in that envelope will be marked invalid and not counted. Ballots with write-in candidates or ballots without the corporate seal will be marked invalid and not counted.
- H.) The Secretary will keep all envelopes, ballots and voter register until at least the September General Membership meeting following the election. After the September General Membership meeting, the envelopes and ballots may be destroyed but the voter register shall be kept as part of the permanent record of the Little Theatre.

Section 2. If any member of the Board of Directors is incapacitated or unable to function, or is unwilling to perform the duties imposed, the Board of Directors, in its sole discretion, may by a two-thirds vote declare the office vacant and appoint a successor to take office immediately to fill the unexpired term of the office so vacated.

Section 3. If any member of the Board of Directors is absent from two consecutive meetings of the Board of Directors, unless excused by vote of the Board of Directors, such office shall automatically become vacant and the Board of Directors shall fill such vacancy, the successor to take office immediately and serve for the balance of the term vacated.

ARTICLE VI MEETINGS

- Section 1.** The Annual Meeting for the election of a Board of Directors and for the transaction of other business shall be held in May of each year.
- Section 2.** The Board of Directors shall meet prior to the start of the new fiscal year and the retiring officers shall turn over their records to their successors.
- Section 3.** The Board of Directors shall meet each month unless for lack of business a monthly meeting is deemed unnecessary by a two-thirds vote of the Board. The President may call special meetings as needed. The President will call a special meeting upon request by three members of the Board of Directors.
- Section 4.** A meeting of the Board of Directors must have a quorum in attendance in order to conduct any business of the Little Theatre. A simple majority shall constitute a quorum.
- Section 5.** Emergency business of the **Little Theatre** which requires immediate action may be conducted by telephone poll. Any such emergency business conducted by telephone poll requires a unanimous decision by the entire Board of Directors for a vote to carry.
- Section 6.** General Membership meetings shall normally be held monthly from September through May inclusive. Meetings are to be at such times and in such places as determined by the Board of Directors.
- Section 7.** Special General Membership meetings may be called by the Board of Directors and the Membership shall be notified in advance. The President shall call a special General Membership meeting upon receipt of written request by five (5%) per cent of the General Membership. Notice to the General Membership of such special meeting will be in writing by 1st Class U.S. Mail, said notice to be placed in the mail within five (5) calendar days of receipt of request for special meeting and said meeting to be within fourteen (14) days of receipt of written request.
- Section 8.** At a General Membership meeting fifteen per cent (15%) of the General Membership shall be required to constitute a quorum to conduct business.

ARTICLE VII DONATIONS AND DUES

- Section 1.** The dues for membership shall be established each year by a majority vote of the Board of Directors.
- Section 2.** The categories of contributors (e.g. Angels, Patrons, etc.), amounts, and appropriate method of recognition for the support of the organization shall be established each year by a majority of the Board of Directors.

ARTICLE VIII COMMITTEES

- Section 1.** The President, with the approval of the majority of the Board of Directors, shall appoint the Chairpersons of all Committees, except the Nominating Committee, as is deemed necessary for the proper management of the organization's business. All Chairpersons will be appointed before the September General Membership meetings and will serve until the following September General Membership meeting or at the pleasure of the Board.
- Section 2.** The list of committees in the following sections of this Article is mandatory but is not intended to be all-inclusive.
- Section 3.** A Nominating Committee shall be appointed each year by the President with the approval of each committee member by the Board of Directors no later than the February General Membership meeting. The committee shall consist of no less than five (5) persons including at least one (1) but not more than two (2) of whom have been a member of the previous year's Nominating Committee. No existing officers or members of the Board of Directors shall be named to the Nominating Committee. The Nominating Committee shall prepare a slate of candidates for the Annual Meeting election. Nothing in this section shall be construed to limit the Nominating Committee from nominating more than seven (7) candidates for the Board of Directors.
- Section 4.** A Play-Reading Committee Chairperson shall be appointed each year by the President with the approval of the Board of Directors no later than the January Board of Directors meeting. Prior to the February Board of Directors meeting, the Play-Reading Committee Chairperson shall submit, for Board approval, the names of four (4) to six (6) qualified, active members to serve on the Play Reading Committee. The Committee Chairperson shall have full authority to order play books. This Committee Chairperson shall submit the committee's recommendations for the next season's plays and play directors, plus three alternate plays, to the Board of Directors for approval no later than the April Board of Directors meeting. The committee shall also submit a suggested schedule, brief descriptions of the plays, characters, set, properties, royalties, approximate production cost, and any other special requirements.

ARTICLE VIII (continued)
COMMITTEES

- Section 5.** An Audit Committee shall be appointed each year by the President with the approval of each committee member by the Board of Directors and will report to the General Membership as necessary but no later than the Annual Meeting. The committee will be composed of three (3) members in good standing who are not currently on the Board of Directors but are knowledgeable concerning Little Theatre affairs. The committee will audit both financial and procedural dealings of the Little Theatre for the past fiscal year. Outside auditors may be employed with Board approval when necessary.
- Section 6.** A Teller Committee shall be appointed each year by the President with the approval of each committee member by the Board of Directors consisting of three (3) members of the Little Theatre, none of whom shall be a member of the Board of Directors, a member of the Nominating Committee, or a candidate running for the Board of Directors. This committee's procedures and duties are outlined in Article V, Section 1, Subsection G.
- Section 7.** A Finance Committee consisting of the current Treasurer and two (2) members with expertise in financial and fiscal matters shall be appointed each year by the President with the approval of each committee member by the Board of Directors. In recognition of the fact that financial issues often have multiple year consequences and require consistency, at least one (1) member of the Finance Committee must be carried forward from the previous year. This committee shall have the responsibility for continual review of the financial and fiscal affairs of the Little Theatre, however, their activity shall not infringe upon or replace the duties of the Audit Committee. The duties of the Finance Committee shall include, but not be limited to, the following areas:
- A.) Budgeting - prepare an annual budget and analyze variances from the previous year's budget to be reported to the Board of Directors no later than September 1st of each year.
 - B.) Forecasting and planning for the needs of the Little Theatre and methods of raising funds, repaying loans, suggesting annual dues and fees, insurance needs, etc.
 - C.) Recommend the employment of outside auditors whenever the committee deems such action necessary.

**ARTICLE IX
ORDER OF BUSINESS**

- Section 1.** A suggested format for meetings is as follows:
- Call to Order
 - Roll Call of Officers
 - Establish that a quorum is present
 - Reading of Minutes
 - Treasurer's Report
 - Correspondence
 - Reports from Officers/Chairpersons
 - Unfinished Business
 - New Business
 - Adjournment

**ARTICLE X
FISCAL YEAR**

- Section 1.** The fiscal year shall begin on June 1st of each year and shall end May 31st of the following year.


**ARTICLE XI
AMENDMENTS**

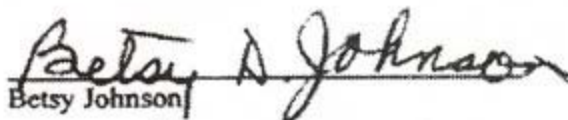
- Section 1.** These By-Laws may be amended, altered or rescinded by a two-thirds vote of those present at a regular meeting of the qualified members, or at a special meeting called for such a purpose, provided a thirty day written notice to all qualified members is given by the Board of Directors stating the date, place, and language to be proposed as an amendment.
- Section 2.** These By-Laws shall become effective immediately upon approval by the General Membership as set out in Section 1 above.

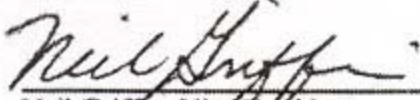
**ARTICLE XII
GENERAL PROVISIONS**

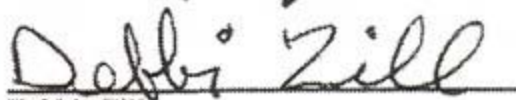
- Section 1.** It is intended that the **Little Theatre** shall have perpetual existence but, in the event of dissolution, the assets shall be given to one or more non-profit, tax-exempt organizations to be selected by a majority of the then members in good standing. Dissolution is to be done in accordance with the requirements of Florida Statutes Chapter 617 and Internal Revenue Code Section 501C (3), as applicable.
- Section 2.** Electioneering or soliciting for non-**Little Theatre** causes or promotion of non-theater related activities shall not be permitted at membership meetings or on Little Theatre grounds.
- Section 3.** Any expenditures of the **Little Theatre** funds over \$1,000.00 requires the approval of the majority of members in good standing present at a General Membership meeting. Any expenditures over \$200.00 requires the approval of a majority of the Board of Directors. Whenever possible, at least three bids will be required when an expenditure of over \$500.00 is made.
- Section 4.** Roberts Rules of Order, Revised, shall be the Parliamentary authority for procedural matters not specifically covered in these By-Laws provided, however, that the Articles of Incorporation and the By-Laws of the Little Theatre of New Smyrna Beach, Inc. shall prevail in the event of conflict.
- Section 5.** The use of masculine or feminine gender pronouns in these ByLaws shall not be interpreted as discriminatory.

These By-Laws were approved by the current Board of Directors and by the qualified members of the **Little Theatre of New Smyrna Beach, Inc.** at a General Membership meeting held on the 1st Day of September, 1998 and became effective on that date.

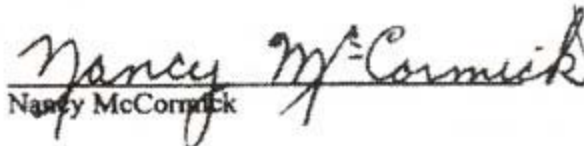

Carlton Peters, President

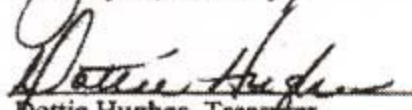

Betsy Johnson


Neil Griffin, Vice President


Debbie Zill


Janie Taylor, Secretary


Nancy McCormick


Dottie Hughes, Treasurer

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