

# **By-Laws for Theatre 121, Incorporated in the State of Illinois**

## **ARTICLE I – PURPOSE AND CORPORATION**

**Section 1 – Purpose** – The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, in particular, the Corporation shall foster, promote, and increase the public knowledge and appreciation of the arts and cultural activities through theatre. Theatre 121 shall be a resident company of the Woodstock Opera House, 121 Van Buren Street, Woodstock, IL 60098.

**Section 2 – Corporation** – The organization shall be incorporated as an Illinois General Not for Profit Corporation known as “Theatre 121, Inc.” and shall apply for federal tax-exempt status pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

## **ARTICLE II – BOARD OF DIRECTORS**

### **Section 1 – Duties and Powers Shall Be To**

- A. Manage all business of the Corporation
- B. Elect Officers and fill vacancies pursuant to the provision of Article IV, Section 3 of these By-Laws.
- C. Make all rules and regulations which are deemed necessary and proper for governing the Corporation as well as for the due and orderly conduct of the affairs of the Corporation.
- D. Make all rules and regulations for the management of its property not otherwise inconsistent with the Charter and By-Laws.
- E. Appoint such agents as may be necessary to conduct business of the Corporation.
- F. Formulate and approve an annual budget and all fundraising projects for the Corporation.
- G. Make special appropriations as deemed necessary for the efficient maintenance of the Corporation. Any such appropriations shall be reported at the next meeting of the General Membership.
- H. Set both short- and long-range objectives to accomplish their stated purpose.
- I. Any action taken by the Board of Directors (henceforth referred to as Board) without a meeting (Informal Action) is nevertheless a Board Action, provided written consent to the action in question is signed by all Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

### **Section 2 – Number of Directors and Dismissal**

- A. The number of Directors constituting the Board shall be no less than five (5) and no more than nine (9), including officers
- B. Advisory Council consisting of the immediate past president and/or other ex-officio members of the Board as the elected Board may designate.
- C. Any Board member may resign their position. A 30-day notice is required.
- D. Each Board member shall contribute time and/or talent to at least one production each year to remain on the Board.
- E. Any Director missing from three (3) consecutive Board Meetings shall be removed from the Board. Any exceptions to this ruling will be made by the Board.

### **Section 3 – Elections**

- A. Directors shall be elected each year and agree to serve for three (3) years.
- B. Directors shall be elected by an affirmative vote of the majority of the members present at the annual meeting and assume office on the first day following the vote.
- C. Any member not attending the annual meeting may vote by absentee ballot. This request must be received in writing by the Board prior to the annual meeting and the ballot must be returned prior to said meeting.

### **Section 4 – Vacancies**

- A. Any vacancy occurring on the Board shall be temporarily filled by the Board for the remainder of the vacated unexpired term.
- B. An affirmative majority vote of the Directors is required to fill a vacancy. This vote shall take place during a meeting at which a quorum is present.
- C. Approval of this appointment will be required at the next meeting of the General Membership.

### **Section 5 – Meetings and Quorum**

- A. The Board shall meet monthly, but no less than quarterly. Special meetings may be called by the President or two (2) members of the Board upon five (5) days written notice to other members of the Board. A special meeting of the membership will need a petition of 5% of Active members.
- B. A quorum shall consist of a majority of the members of the Board. The acts of the quorum present shall be the acts of the Board. Each Director shall have one (1) vote.
- C. Notice of the meeting shall be via email by the Secretary one (1) week prior to the meeting with the previous month's minutes, commission reports, and treasurer's report attached. Reports should be sent to the Secretary at least 10 days before the meeting.
- D. Members are encouraged to attend Board Meetings and are welcome to with prior notice via email to the Secretary.
- E. Annual meeting of the Membership will be held in June of each year. The purpose of the meeting will be to report the artistic and financial health of the company and the election of Board of Directors. Time for membership comments and suggestions will be provided. Notice to be provided via email and/or US Mail three (3) weeks prior to the meeting. The Ballot for new Board candidates should be included in this notice.

## **ARTICLE III – GENERAL AND ACTIVE MEMBERSHIP**

**Section 1** – General Membership is open to all who are interested and are willing to subscribe to the general purpose of the organization. A person becomes a member upon payment of annual membership dues and submission of a completed membership application that is accepted by a majority vote of the Board. Members will receive other benefits from time to time as designated by the Board.

**Section 2** – No member may act as a representative of the organization without explicit approval of the Board.

**Section 3** – Active Members shall nominate and elect the members of the Board at the annual meeting. The annual meeting will be held in the month of June each year.

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- A. Active Members will have all rights as General Members with the additional privilege of becoming a member of the Board if duly elected.
- B. Active members shall maintain status by one or more the following:
  - 1. Service on the Board (elected)
  - 2. Service on a Commission
  - 3. Work on any production in any capacity.

**Section 4** – Any member may be removed either with or without cause by a majority vote of the Board at any regular or special meeting of the Board.

### **ARTICLE IV – EXECUTIVE COMMITTEE AND OFFICERS**

**Section 1** – Members of the Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer.

#### **Section 2 – Duties of the Executive Committee**

- A. Shall set the agendas for all Board and General Membership meetings.
- B. Shall transact any urgent business that might arise between Board meetings.
- C. The results of any Executive Committee action, including the votes of Executive Committee members, will be recorded in the minutes of the next regular Board meeting.

#### **Section 3 – Officers**

- A. The Officers of the organization shall consist of the President, Vice-President, Secretary, and Treasurer.
- B. The Officers shall be elected by the Board and will serve for two (2) years or until their successors shall qualify. The President and Secretary are elected in odd-numbered years. The Vice-President and Treasurer are elected in even-numbered years. Officers shall be elected each year at the first meeting of the newly seated Board.
- C. The Board may, by resolution, require any officer, agent or employee of the organization to be bonded by the organization, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respected office of position, and to comply with such other conditions as may be required by the Board.

#### **Section 4 – Duties of the Officers**

- A. President shall be the principle executive officer of the Corporation and, subject to the control of the Board, shall, in general, supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the Membership, Board of Directors, and the Executive Committee.
  - 1. May appoint special commissions as required, with the approval of the Board.
  - 2. Shall present the annual report to the Membership
  - 3. Shall sign all contractual obligations with the Treasurer, and any documents which the Board is authorized to be executed.
  - 4. Shall, in general, perform other duties incident to the office of the President and such duties as may be prescribed by the Board.
- B. Vice-President shall:

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1. Be present at all meetings.
  2. Preside at all meetings in the absence of the President.
  3. Be responsible to each Commission regarding the execution of the responsibilities and reporting. The Vice-President need not attend all Commission meetings.
  4. Keep the Membership roster up to date.
  5. Perform other duties assigned by the Board.
- C. Secretary shall:
1. Handle all necessary correspondence of the Corporation.
  2. Keep the minutes of the Board, Commissions (when present), and Membership meetings.
  3. See that the meeting locations and all notices are duly given to the Board and Membership of their respective meetings in accordance with the provisions of these By-Laws.
  4. Be custodian of the Corporate records, apart from the Financial records.
  5. Sign, with the President, these By-Laws.
  6. Assist the Vice-President in keeping the membership roster.
  7. Perform all duties incident to the office of Secretary, including the role of parliamentarian at all meetings.
  8. Perform other duties assigned by the Board.
- D. Treasurer shall:
1. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from an source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected by the Board.
  2. Prepare and present a monthly financial report to the Board and prepare and present a yearly report to the General Membership.
  3. Prepare in conjunction with the Finance Commission an annual budget for presentation to the Board for approval.
  4. Prepare or have prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, July 1<sup>st</sup> to June 30<sup>th</sup>, all in appropriate agencies.
  5. Perform all duties incidental to the office of Treasurer, including the sharing of duties with the Assistant Treasurer and other such duties as assigned by the Board.

### **ARTICLE V – COMMISSIONS AND CHAIRS**

**Section 1** – The Commissions listed in this Article shall be considered standing commissions. The President shall have the power to appoint the chairperson for each commission. Any vacancy on a commission shall be filled at the chair's discretion. The President shall have the power to appoint such other commissions with such duties as the Board shall deem necessary. All commission activities and reporting will be the responsibility of the Vice-President. The Vice-President need not attend commission meetings. Standing commissions shall consist of the following:

- A. **Personnel Commission.** The Chair shall be the President of the current Board. Members will be the Vice-President and the Secretary. This commission will not be open to the membership. The commission will set up interviews for Director, Musical Director, Choreographer and Production Coordinator for each production. The commission will be tasked with keeping job

descriptions up to date, help with the transition of leadership and recommend stipend changes for Board consideration. The President will include this commission's work as part of the annual membership report.

- B. **Budget and Finance Commission.** The Chair shall be appointed by the President. The Chair will appoint one other Board member to this commission and the current Treasurer will be a member of this commission. This commission is a closed commission. The Budget and Finance Commission shall supervise all fiduciary affairs of the organization. This commission is responsible for the development of the annual budget. Treasurer will present to the membership at the annual meeting.
- C. **Nominating/Membership Commission.** The Chair shall be appointed by the President. The commission will process all applications for the membership and place in nomination, candidates for the Board. The Chair may appoint any active members to this commission. This commission will work closely with the Vice-President to keep the members list up to date. The commission will report to the membership at the annual meeting and assume and perform such duties as may be assigned by the President of the Board.
- D. **Public Relations/Marketing/Social Commission.** The Chair shall be appointed by the President. The Chair of this commission may appoint members from the active membership. The Commission shall be responsible for publicizing all the activities of the organization. This includes newsletters, newspapers, social media, and brochures for the season, as well as fundraising publications. The main purpose of this commission is to maintain ongoing notification to the public for organizational activities. The chair of this commission may seek participation from the active membership. This commission may also recommend the hiring of a professional. The recommendation would need to be approved by the Board before hiring. The commission will report to the membership at the annual meeting and assume and perform such additional duties as may be assigned by the President of the Board.
- E. **Play Reading Commission.** The Chair shall be appointed by the President. The chair may appoint members from the active membership. The commission shall continuously study the needs and desires of the community to determine each production's marketability, technical requirements, artistic requirements, company interest, and availability. The commission shall in addition to the production, provide estimate of concerning cost of set construction, lights, sound, and props, etc, before a play is accepted by the Board. The presentation of productions shall be initially presented to the Board in October for a final vote in February. The Commission will report to the membership at the annual meeting and assume and perform such additional duties as may be assigned by the President of the Board.
- F. **Fundraising/Grant Writing/Sponsorship Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission shall work closely with the Budget and Finance Commission to determine the financial need. The commission should determine the strategies and programs that will be used and set a timeline. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.
- G. **Technical Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission will take the lead on each production being in compliance with the Woodstock Opera House regarding set and tech. The commission will assist seeking volunteers with technical theater skills. The commission will be the overseer

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of the current rehearsal and storage space. This commission will evaluate future construction or storage areas. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.

- H. **Special Events Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission will propose special events to the Board of Directors. Proposals should include budget, purpose, timeline of an event, and reporting. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.
- I. **Education/Workshop Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission shall provide the membership with workshops in all aspects of theater for improving knowledge and skills of the theater. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.

### ARTICLE VI—FINANCIAL AND GOVERNANCE OVERSIGHT

**Section 1**—The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

- A. Theatre 121, Inc shall raise funds through ticket sales, fundraising, grants, and sponsorship programs. These funds shall come from individuals and organizations.
- B. The fiscal year for the company shall be July 1<sup>st</sup> to June 30<sup>th</sup>.
- C. An annual audit shall be conducted on the financial records upon the close of each season in compliance with the State of Illinois non-profit filing requirements.
- D. All checks produced by the Corporation to meet its financial obligations must be signed by two (2) officers. Only one (1) member of the same family may countersign checks for the company.
- E. All assets, equipment or other articles acquired by gift or purchase shall not be rented or otherwise disposed of without the consent of the Board. The Board is authorized to make such charges for the rental of its property, and the proceeds of such rental shall be placed in the funds of the corporation.
- F. Each member of the Board of Directors shall sign an indemnification/conflict of interest statement each year.

### ARTICLE VII—AMENDMENTS

**Section 1**—The Board of Directors may amend these bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and manner provided for giving of notice of the meetings of Directors.

### ARTICLE VII—DISSOLUTION

**Section 1**—Authorization for the dissolution of the Corporation shall be affected in the following manner.

- A. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting, either special, regular, or the general membership.

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- B. Written notice stating the purpose of such meeting is to consider the advisability of dissolving the Corporation shall be sent to each member entitled to vote at such a meeting in the manner set forth in these by-laws.
- C. The resolution shall be adopted upon receiving at least two thirds of the votes entitled to be cast by the members present.

**Section 2**—Upon members adoption of the resolution, the Corporation shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them, pursuant to a resolution duly adopted.

**Section 3**—Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

**ARTICLE IX—ADOPTION OF THE BY-LAWS**

We, the undersigned, are all the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing By-laws, consisting of the preceding pages, as the bylaws of this Corporation.

**ADOPTED and APPROVED by the Board of Directors on the 8<sup>th</sup> of March 2019 as attested by:**

\_\_\_\_\_  
Susan R. Falbo  
President

\_\_\_\_\_  
Kathleen L. Comella  
Vice-President

\_\_\_\_\_  
Shannon Lee Day  
Secretary

\_\_\_\_\_  
Beth M. Davis  
Treasurer

\_\_\_\_\_  
Janie R. Czarny  
Board Member

\_\_\_\_\_  
Elaine Riner  
Board Member

\_\_\_\_\_  
Roger A. Zawacki  
Board Member

\_\_\_\_\_  
Spencer R. White  
Board Member

\_\_\_\_\_  
Aaron Gomez  
Board Member

## AMENDMENTS TO THE BY-LAWS

**Amendment 1—Board Elections.** The First Board shall agree to staggered terms with one-third directors serving for two (2) years, one-third directors serving for three (3) years and one-third directors serving for four (4) years. The initial terms shall be selected at random.

Elections for normal terms will take place after this initial term, as outlined in the by-laws.

**Amendment 2—Junior Membership.** Junior Membership is open to all up to the age of 16 years who are interested and are willing to subscribe to the general purpose of the organization. A person becomes a junior member upon discounted payment of annual membership dues and submission of a completed membership application that is accepted by a majority vote of the Board. Junior Members will receive the same benefits as the General Membership as well as other benefits from time to time as designated by the Board. Junior Members do not have voting rights nor are ineligible for Board positions.

### Amendment 3 – Additional Commissions

- A. **Sales Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission shall work closely with the Budget and Finance Commission as well as the Opera House to set Sales and Group Sales criteria. The commission should determine the strategies and programs that will be used. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.
- B. **Historical Commission.** The Chair shall be appointed by the President. The Chair may appoint members from the active membership. The commission shall work to archive and protect the legacy of the company. The material collected and saved should include posters and programs from shows, as well as electronic samples (pictures, video, interviews, etc.) of material produced. The commission will report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.