Bylaws for Theatre 121, Inc.

Amended and Restated September 9, 2026

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 Organization 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 (the “Organization”).

ARTICLE II – BOARD OF DIRECTORS

Section 1 - Duties and Powers Shall Be To

A. Manage all business of the Organization.
B. Elect Officers and fill vacancies pursuant to the provision of Article IV, Section 3 of these ByLaws.
C. Make all rules and regulations which are deemed necessary and proper for governing the Organization as well as for the due and orderly conduct of the affairs of the Organization.
D. Make all rules and regulations for the management of its property not otherwise inconsistent with the Charter and Bylaws.
E. Appoint such agents as may be necessary to conduct business of the Organization.
F. Approve an annual budget and all fundraising projects for the Organization.
G. Make special appropriations as deemed necessary for the efficient maintenance of the Organization. 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.
J. Assist with fundraising and grant applications
K. Approve the Personnel Committee's nominations for key production positions.
L. Hold ultimate authority to hire and terminate individuals holding any production position.

Section 2 - Number of Directors

A. The number of Directors constituting the Board shall be no less than five (5) and no more than eleven (11), including officers.
B. Any Board member may resign their position. A 30-day notice is required.
C. Each Board member shall contribute time and/or talent to at least one production each year to remain on 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 votes cast 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 ballet must be returned 24 hours 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.
D. Directors may request a leave of absence and the Executive Committee shall determine the appropriateness and duration.

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 members.
B. Except as otherwise indicated herein, 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. The agenda will be set and notice of the meeting shall be sent via email by the Executive Committee one (1) week prior to the meeting.
D. The 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 Organization and the election of the Board of Directors. Time for membership comments and suggestions will be provided. Notice to be provided three (3) weeks prior to the meeting. The slate of new Board candidates shall be included in this notice.

Section 6 - Removal

A. The Board may remove a Director for cause by an affirmative supermajority vote of 80% of the other Directors.
B. Cause shall be defined as missing three consecutive board meetings, violating the company values, or taking action which is against the best interests of the organization.

ARTICLE III – MEMBERSHIP

Section 1 - Terms of Membership

A. Membership is open to any individual who supports and is willing to subscribe to the general purposes of the Organization.
B. A person may be admitted as a member only after all of the following have occurred:
    a. The person submits a completed membership application in the form approved by the Board of Directors
    b. The person satisfies the membership dues requirement (or qualifies for an honorary or lifetime membership); and
    c. The Board of Directors approves the application by a majority vote at a duly called meeting (or by written consent, if permitted).
C. Annual membership dues, if any, shall be set from time to time by the Board of Directors. The Board may authorize alternative means of satisfying the dues requirement (including reduced dues, waived dues, or non-monetary alternatives) as recommended by the Membership Commission and approved by the Board.
D. Members are encouraged to attend Board meetings; however, attendance is not required as a condition of membership unless expressly provided elsewhere in these Bylaws.
E. The Board of Directors may grant honorary memberships and/or lifetime memberships on a case-by-case basis, on such terms and with such rights (including voting rights, if any) as the Board specifies at the time of grant, consistent with these Bylaws.
F. Junior Members will receive the same benefits as the members; Junior Members do not have voting rights nor are eligible for Board positions.

Section 2 - Representing the Organization

No member may act as a representative of the organization without explicit approval of the Board.

Section 3 - Removal of Members

Any member may be removed with cause by an affirmative supermajority vote of 80% of the Board of Directors at any regular or special meeting of the Board. A member may be removed for cause, including for conduct that the Board determines, in good faith, is materially detrimental to the Organization, its purposes, or its operations, or for a material violation of these Bylaws or duly adopted policies of the Organization.

Removal shall be effective immediately upon affirmative vote of the Board. Upon removal, the member shall have no further membership rights in the Organization, including any voting rights, as of the effective date of removal. Removal does not relieve the member of any unpaid dues, fees, or other obligations incurred prior to removal, if any.

Unless the Board determines otherwise in a particular case, dues or fees paid for the then-current membership period are nonrefundable upon removal.

ARTICLE IV – EXECUTIVE COMMITTEE AND OFFICERS

Section 1 - Members of the Executive Committee

A. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer (the “Officers”).
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. Board members must serve a minimum of one (1) year before being considered for an Officer position.

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 ratified and recorded in the minutes of the next regular Board meeting.

Section 3 - Duties of the Officers

A. The President shall
    a. be the principal executive officer of the Organization and, subject to the control of the Board.
    b. supervise and control, in general, the business and affairs of the Organization.
    c. preside at all meetings of the Membership, Board of Directors, and the Executive Committee.
    d. present the annual report to the Membership.
    e. sign all contractual obligations with the Treasurer and any documents which the Board is authorized to be executed.
    f. perform other duties incident to the office of the President and such duties as may be prescribed by the Board.
    g. may appoint special commissions as required, with the approval of the Board.
B. The Vice President shall:
    a. be present at all meetings.
    b. preside at all meetings in the absence of the President.
    c. be responsible to each commission and committee regarding the execution of the responsibilities and reporting. The Vice President need not attend all commission and committee meetings.
    d. keep the Membership roster up to date.
    e. perform other duties assigned by the Board.
C. The Secretary shall:
    a. handle all necessary correspondence of the Organization.
    b. keep the minutes of the Board, Commissions (when present), and Membership meetings.
    c. 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 Bylaws.
    d. be custodian of the Corporate records, apart from the Financial records.
    e. sign, with the President, these Bylaws.
    f. perform all duties incident to the office of Secretary, including the role of parliamentarian at all meetings.
    g. perform other duties assigned by the Board.
D. The Treasurer shall:
    a. have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for money due and payable to the Organization from any source whatsoever, and deposit all such monies in the name of the Organization in such depositories as shall be selected by the Board.
    b. prepare and present a monthly financial report to the Board and prepare and present a yearly report to the General Membership.
    c. prepare in conjunction with the Finance Committee an annual budget for presentation to the Board for approval.
    d. prepare or have prepared, a true statement of the Organization's assets and liabilities as of the close of each fiscal year.

e. 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, COMMITTEES, AND CHAIRS

Section 1 - The Standing Commissions

The standing commissions of the organization shall be the following:

A. Company Values Commission.This commission shall maintain the culture and values of the organization by guiding policies and practices. This commission is not open to the membership. 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.
B. Education Commission. This commission shall provide the membership with workshops in all aspects of theater for improving knowledge and skills of the theater. The chair may appoint members from the membership. 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.
C. Encore! Commission. This commission shall propose and execute performance-based events and fundraisers. The chair of this commission may appoint members from membership or community. 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.
D. Marketing Commission. This commission shall maintain ongoing notification to the public for organizational activities. The chair of this commission may appoint members from membership or community. The commission shall be responsible for publicizing all the activities of the organization. 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. Membership Commission. This commission shall process all applications for the membership and place in nomination, candidates for the Board. The chair may appoint 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.
F. Personnel Commission. This commission shall be responsible for ensuring all productions are fully staffed. 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.

G. Special Events Commission. This commission shall propose and execute special events. The chair of this commission may appoint members from membership or community. This commission shall report to the membership at the annual meeting and assume such additional duties as may be assigned by the President of the Board.
H. Sponsorship and Development Commission. This commission shall determine the strategies and programs that will be used and set a timeline. The chair may appoint members from the membership. The commission shall work closely with the Finance Committee to determine the financial need. 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. Technical Commission. This commission shall 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 theatre skills. The commission will be the overseer of the current rehearsal and storage space. This commission will evaluate future construction or storage areas. The chair may appoint members from the membership. 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.

Section 2 - The Committees

The standing committees of the organization shall be the following:

A. Finance Committee. This committee shall supervise all fiduciary affairs of the organization. This committee is responsible for the development of the annual budget. This committee is not open to the membership. The Treasurer shall present to the membership at the annual meeting.
B. Historical Committee. This committee shall be responsible for retaining and preserving promotional materials from all production and other ephemera important to the organization. It shall also be responsible for ordering awards and updating the perpetual plaques.
C. Season Selection Committee. This committee shall continuously study the needs and desires of the community to determine each production’s marketability, technical requirements, artistic requirements, company interest, and availability. This committee 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. This committee is open to membership and invited community members.

Other ad hoc committees may be established by the Board based upon the recommendation of the Vice President.

Section 3 - Appointing of Chairs

The President shall have the power to appoint the chairperson for each commission with the advice of the Board of Directors. Any vacancy on a commission shall be filled at the chair’s discretion.

ARTICLE VI – FINANCIAL AND GOVERNANCE OVERSIGHT

Section 1 - Recordkeeping

The Organization shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

A. The Organization 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 1st to June 30th.
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 Organization 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. No asset, item of equipment, or other property acquired by the corporation through gift or purchase, and having a value exceeding the amount set by the Executive Committee, may be rented out or otherwise disposed of without the Board's consent. The Board is authorized to set rental charges for the corporation's property, and any proceeds from such rentals shall be deposited into the corporation's general funds.
F. Each member of the Board of Directors shall sign an indemnification/conflict of interest statement each year.

Section 2 - Governance

A. Parliamentary Authority. The rules contained in the most current edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules of order the organization may adopt. The President may invoke Robert's Rules of Order to govern the conduct of any meeting, and once invoked, all matters of procedure, including motions, debate, voting, and points of order, shall be conducted in accordance with those rules until the meeting is adjourned or the President determines otherwise.

ARTICLE VII – AMENDMENTS

Section 1 - Amending the Bylaws

A. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on amendments which may be either an annual or a special meeting.

B. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member in a manner prescribed by these Bylaws.
C. At such a meeting, where there is a quorum of members, a vote of the members entitled to vote on the proposed amendment shall be taken. The proposed amendment shall be adopted by receiving the affirmative vote of at least 2/3 of the votes present and voted either in person or by proxy.

ARTICLE VIII – DISSOLUTION

Section 1 - Authorizing Dissolution

Authorization for the dissolution of the Organization shall be affected in the following manner.

A. The Board of Directors shall adopt a resolution recommending that the Organization 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.
B. Written notice stating the purpose of such meeting is to consider the advisability of dissolving the Organization shall be sent to each member entitled to vote at such a meeting in the manner set forth in these Bylaws, not less than 20 days nor more than 60 days before the meeting, stating dissolution is on the agenda.
C. At such a meeting, where there is a quorum of members, the resolution shall be adopted upon receiving at least 2/3 of the votes entitled to be cast by the members present.

Section 2 - Upon Adoption of the Resolution

Upon members adoption of the resolution, the Organization 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

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.

Adopted by the Board and members of Theatre 121, Inc. on September 9, 2026.