

BYLAWS OF LITTLE TRAVERSE CIVIC THEATRE

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ARTICLE I — NAME

1.0.1 – Name of the Corporation and Principal Office

A – The name of this non-profit, non-stock corporation, as incorporated under the laws of the State of Michigan, shall be the "Little Traverse Civic Theatre".

B – The principal office is located at 461 East Mitchell Street in the City of Petoskey, County of Emmet, State of Michigan. The Board of Directors may determine to change the location of the principal office upon a majority vote of the board.

ARTICLE II – MISSION, PURPOSE AND POWERS OF THE CORPORATION

2.0.1 – Mission, Purpose and Powers

STATEMENT OF MISSION

The mission of Little Traverse Civic Theatre is to enrich, educate, and entertain the Little Traverse Bay community, its visitors, our volunteers, and our audiences through theatre arts.

STATEMENT OF PURPOSE

Little Traverse Civic Theatre' purpose is to provide people all ages, opportunities to participate in and enjoy quality, affordable live theatre that entertains and enriches the residents of and visitors to the Little Traverse Bay area.

STATEMENT OF POWERS

A – To encourage, advocate, promote and sponsor public appreciation, understanding and support for all the arts, primarily in the counties of Charlevoix and Emmet in Michigan, (without limitation) within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, as they may exist, or as they may be subsequently amended.

B – To solicit and receive grants, contributions and other property; to enter into contracts; to engage needed personnel and services; and to transfer, hold or invest such property as may be required to carry out the purposes of this corporation.

C – It may offer instruction with or without charge in the field of dramatic arts and allied activities; it may lease, hold, purchase, buy or sell such real estate and personal property as may be necessary or reasonably incident to the conduct of its activities; it may take, accept, and receive property, real or personal, in money or things of value, by gift, device, bequest or other device; and do anything and everything necessary or reasonable, incident to carrying out the purposes and objectives of the Little Traverse Civic Theatre. To effect and perpetuate its purposes and objectives, this corporation may produce, present, sponsor, support and/or engage in any theatrical enterprise or activities in allied fields of endeavor, professional or non-professional, and may charge fees or ask for donations from said enterprises.

2.0.2 – Restriction on Powers

A – No part of the money or other property received by the corporation from any source, including its operations, shall inure to the benefit of, or be distributable to, its members, members of its governing bodies, officers, or other private persons; except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

B – No substantial part of the activities of the corporation shall be to attempt to influence legislation, except as may be elected under Section 501 (h) of the Internal Revenue Code of 1954 (as it may be amended); and the corporation shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office.

C – This corporation shall not carry on any activities not permitted for a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or by a corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1954 (as these sections may be amended).

ARTICLE III – MEMBERSHIP

3.0.1 – Membership in the Organization

A – Any interested person who agrees to its bylaws, and to the rules and regulations, as hereinafter delineated, shall be eligible for membership in this organization. Participation in the activities of the corporation shall not be limited exclusively to its voting members.

B – Little Traverse Civic Theatre prohibits discrimination in employment and participation of volunteers in any programs on the basis of religion, race, color, national origin, age, sex, gender preference, marital status, height, weight or physical disability.

3.0.2 – Classes of Membership

The organization shall have three (3) classes of members. The designations are as follows:

- A. Active Voting Members
- B. Active Voting Lifetime Members
- C. Active Non-Voting Members

3.0.3 – Active Voting Membership

A – All persons involved with the organization are eligible for a voting membership upon up-to-date payment of dues.

B – The Board of Directors shall establish the annual dues for membership. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

C – Each individual voting member is entitled to one vote at general membership meetings on each matter submitted to a vote. Members must be at least 14 years of age. There shall be no proxy voting, however, voting by absentee ballot is permitted through procedures adopted by the Board of Directors.

D – Voting membership is required to fill all elected positions. Any person elected or appointed to the Board of Directors shall be an Active Voting Member or an Active Voting Lifetime Member of the organization.

3.0.4 – Active Voting Lifetime Membership

A – Recipients of LTCT’s annual Pig Award are awarded lifetime membership at no cost.

B - Each individual lifetime member is entitled to one vote at general membership meetings on each matter submitted to a vote. Members must be at least 14 years of age. There shall be no proxy voting, however, voting by absentee ballot is permitted through procedures adopted by the Board of Directors.

C – A Voting Lifetime Member may hold an elected position and may be appointed to the Board of Directors.

3.0.5 – Active Non-Voting Membership

A – All persons involved with the organization are automatically considered Active Nonvoting Members. This includes all participants, subscribers, donors, as well as vendors of in-kind services.

3.0.6 – Removal from Membership

The Board of Directors may remove any individual member from membership for activity contrary to the goals, mission, best interests or the purposes of the organization. Membership may be terminated by the Board of Directors upon the failure to pay dues within ninety (90) days after written notice of payment due. A 2/3 majority of the sitting Board of Directors shall be required for removal. Any person removed may also be reinstated by the same majority vote.

ARTICLE IV – FISCAL YEAR

4.0.1 – Fiscal Year

The fiscal year shall be from July 1 to June 30.

ARTICLE V – GOVERNMENT OF THE CORPORATION

5.0.1 – Government of the Corporation

A Board of Directors shall govern the Corporation.

ARTICLE VI – BOARD OF DIRECTORS

6.0.1 – Powers and Duties

A – All the rights, powers, duties and responsibilities relative to the management and control of this corporation's property and affairs and its divisions are vested in the Board of Directors. These powers exist in the Directors meeting as a group and not in individual members or committees, except as such powers may be delegated by the Board of Directors. All Directors shall serve without pay.

B – The Board of Directors have responsibility for financial development and a fiduciary duty to exercise reasonable care and prudence in the administration and affairs of this corporation and are responsible for seeing that the funds and property received by the corporation are disbursed only for the purposes for which they were given. The Board of Directors may not delegate this final responsibility and shall require a regular accounting of all funds disbursed by the corporation.

C – The Board of Directors may appoint or remove such officers or employees as it may deem necessary, fix their duties, and in the case of employees, their hours and compensation. The Board of Directors shall be responsible for hiring a Managing Director, who shall serve at the pleasure of the Board. The Board shall prepare a written job description of the duties of the Managing Director. Job descriptions of the duties for other employees shall be prepared by the Managing Director and approved by the Board.

D – The Board of Directors shall adopt an annual operating budget and transact all corporation business.

E – The Board of Directors shall be responsible for establishing and promoting beneficial community relations. Each member of the Board of Directors shall actively advocate the importance of theatre before constituents, funding sources and the public.

F – The Board of Directors shall establish policy. Further, the Board of Directors shall establish and review mission, vision and goals of the organization and set strategic planning goals.

6.0.2 – Number and Term of Office

A - The Board of Directors shall consist of 9 members.

B - The Board of Directors of Little Traverse Civic Theatre shall be elected by the voting membership of the corporation at its annual meeting in June.

C - The positions on the Board shall be: President, Vice President, Secretary, Treasurer, Production Chair, Operations Chair, and three (3) members at large. The Vice President shall serve as the Chair of Nominations for the Board. The person filling the position of Production Chair or Operations Chair must have previously served on, or currently be a member of, the council for which he/she is representing.

D - The term of office for each director is three years. Elections will be staggered such that three directors will come up for election each year. The Production Chair and the Operations Chair shall serve different rotations.

E - Board members will serve no more than two (2), three (3) year, consecutively elected terms. A one (1) year hiatus will be required before a Board member may return to the Board. A Board member on hiatus may not accept a Board appointment during his/her hiatus.

6.0.3 – Meetings

A – The Directors shall meet a minimum of 6 times per year. The first scheduled meeting must occur in the month of July in the next fiscal year. Meetings will be open to the general membership. While portions of meetings may be closed, no voting will occur during closed sessions. All Board of Directors' meetings will be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting. A Board member may participate in a Board meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the hearing.

B – The President (or the Vice-President in the absence of the President) shall preside over each meeting of the Board of Directors. Meetings may be conducted either informally or by Robert's Rules of Order, at the discretion of the presiding officer, unless the majority of those present request that Robert's Rules of Order be followed.

C – 50% of the Board of Directors shall constitute a quorum for the transactions of business. A Board member shall not be allowed to have a representative to attend in his/her place. Proxy voting, as described below, may be permitted if a quorum is not present for a meeting. Within ten (10) days of a meeting in which a quorum was not present, Board members unable to attend the meeting shall be sent a packet of issues needing a decision discussed at the Board meeting. The packet of information will include a synopsis of the discussions both for and against the issue, the question to be voted upon, the number of votes for and against the issue already recorded, and a ballot. The ballot is to be returned to the Little Traverse Civic Theatre office within ten (10) days of its receipt. Once ballots are returned, the recording secretary will tally up the votes from the meeting and the ballots. Board members will be notified by mail or e-mail of the outcome of any such vote.

D – Except as otherwise provided by these Bylaws or by statute, all matters before the Board of Directors shall be decided by a majority of the Directors present at the meeting. The presiding officer shall not vote unless there is a tie vote.

E – Special Meetings of the Board of Directors may be called at any time by action of the President or by three (3) Directors. Notice of special meetings shall be given to the entire Board and confirmed that it was received, at least three (3) days before the day of the meeting and shall state the time, place, and purpose of the meeting.

F – There will be a minimum of one joint meeting including the Board of Directors, the Production Council, and the Operations Council occurring no later than October 1st. These are informational communication meetings and no voting will occur.

6.0.4 – Resignation

Any Board Members may resign at any time by delivering a written resignation to the President or Vice President. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).

6.0.5 – Removal

A - Any Board Member may be removed at any time for cause, including conduct injurious to the best interests of the corporation, or missing more than two (2) consecutive meetings unless excused by the President.

B - The Managing Director shall report to the President or Vice President of the Board of Directors any director who is not performing his/her job on the Board.

C - Before a Board Member is asked to leave the Board, every effort will be made to facilitate his/her success, i.e., a change of Board duty assignment, clarification of responsibilities.

D - Should it become necessary to remove a Board member a minimum of two (2) Board meetings will be held where the issue will appear on the agenda.

E - A majority vote of the full board (including the President) will be required to remove a director.

6.0.6 – Vacancies

A - Should a Board vacancy occur, the Board, upon recommendation of the Nominating Committee, shall appoint a replacement to fulfill the term of the vacating Board member.

B - If an appointed Director serves more than two (2) years of an unfulfilled term, he/she may subsequently be elected to only one additional, consecutive term.

C – If the vacating Board member was elected as the Chair of the Production Council or the Operations Council, the appointee must come from the respective council and assume the Chair of that council.

D – If the vacating Board member was elected from the general membership, the appointee shall come from the general membership.

ARTICLE VII — OFFICERS

7.0.1 – Title

The principal officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer of the Board of Directors.

7.0.2 – Election and Term of Office

The President and Vice-President shall be elected annually by the newly elected Board of Directors at a meeting called by the retiring President, subsequent to the annual election of Directors, but before June 30 of each year. The Secretary and the Treasurer shall be elected annually by the newly elected Board of Directors by the conclusion of the first scheduled board meeting of the new term. Each officer shall hold office until his or her successor shall have been elected, or until the officer becomes incapacitated, resigns or is removed.

7.0.3 – The President

The President shall preside at all of the meetings of the Board of Directors and all general membership meetings. The President shall be administrating officer of the corporation and shall have such other powers and duties as may be assigned to him/her by the Board of Directors, provided they are not inconsistent with these Bylaws.

7.0.4 – The Vice-President

The Vice-President shall, in the absence of the President, have all the powers normally vested in the President. The Nominating Committee for the Board of Directors shall be chaired by the Vice President of the Board of Directors.

7.0.5 – The Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and all general membership meetings and shall perform all other duties that may be assigned by the Board of Directors or the President and that are not inconsistent with these Bylaws.

7.0.6 – The Treasurer

The Treasurer shall hold the funds of the corporation, shall oversee the disbursement of funds as ordered by the Board of Directors, and shall perform all other duties that may be assigned by the Board of Directors or the President and that are not inconsistent with these Bylaws.

7.0.7 – Resignation of Officers

Any officer may resign his/her office at any time by delivering a written resignation to the President, Vice-President or Secretary. The acceptance of such a resignation shall not be necessary to make it effective.

ARTICLE VIII – COMMITTEES

8.0.1 – Executive Committee

Except as otherwise provided in these Bylaws, the Board of Directors shall delegate its power to manage, direct, and control the operational affairs of the corporation to the Executive Committee. All actions of the Executive Committee shall be subject to the approval of the Board of Directors at the following meeting of the Board of Directors.

A – Members: The Executive Committee shall consist of the principal officers of the corporation. (see 7.01). Alternates may be elected from among the other Directors to serve on the Executive Committee in the absence of an officer. Each member of the Executive Committee shall serve for a term of one (1) year or until his/her resignation or removal.

B – Meetings: The Executive Committee shall meet as necessary. The President shall serve as the presiding officer of this Committee. The President or Secretary shall give reasonable notice of the time and place of the meetings. Three (3) of the voting members of the Executive Committee must be present to constitute a quorum.

8.0.2 – Standing Committees of the Board of Directors

The following shall be standing committees of the Board of Directors — Nominating, Finance, and Long Range Planning.

A - The Nominating Committee for the Board of Directors shall be chaired by the Vice President of the Board of Directors. The committee shall be composed of a minimum of three (3) people, including the Vice President. The Vice President will select the members of the committee. The Nominating Committee must consult with the Operations and Production councils when seeking nominations for those Board positions. The Nominating Committee will meet regularly during the year. A minimum of three (3) meetings is required.

B – The Finance Committee shall be chaired by the Treasurer of the Board of Directors. The committee shall be composed of a minimum of three (3) people including the Treasurer. The committee is responsible for developing the yearlong operating budget for the organization. The Committee shall meet at least once every quarter.

C – The Long Range Planning Committee is responsible for developing and maintaining a five-year plan for the organization and monitoring the progress of the plan. The committee members and chairperson are appointed by the President of the Board of Directors.

8.0.3 – Additional Committees

The Board of Directors may, from time to time, appoint committees whose powers, terms of office, and rules of procedure shall be determined by the appointing body. Any such committee may be abolished or any member removed (with or without cause) at any time by the appointing body.

ARTICLE IX – INDEMNIFICATION

9.0.1 - Right to Indemnification

Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the corporation against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in section 9.0.2 of these bylaws with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of the corporation. The corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition,

except that the advancement of expenses shall be mandatory if a provision in the articles of incorporation, these bylaws, a resolution of the board or the membership, or an agreement make indemnification mandatory unless the provision specifically provides otherwise. The right to indemnification conferred in this article shall be a contract right.

9.0.2 - Nonexclusivity of Rights

The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of the membership or disinterested directors, or otherwise.

9.0.3 - Indemnification of Employees and Agents of the Corporation

The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to payment by the corporation, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

9.0.4 - Insurance

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the corporation or of another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss.

ARTICLE X — COUNCILS

10.0.1 – Operations Council

The Operations Council, except as otherwise provided in these By-laws, shall administer and manage the operational aspects of the corporation. These responsibilities include, but are not limited to, generating non-production income; recruiting and supporting members; promotion; and visibility.

A – The standing committees of the Operations Council shall be Program Advertising Procurement, Fundraising, Membership, Volunteer Coordinator, Social, Newsletter, Website, and others as needed.

B - The term of office for a Committee Chair is one (1) year

C - The chairs of these committees shall be appointed by the Operations Council Chair

D - Committee chairs are expected to be Active Voting Members or Active Voting Lifetime Members of LTCT, however special consideration can be made

E - The Operations Council will meet a minimum of nine (9) times per year

F - A Committee Chair shall serve no more three (3) years consecutively

G - Committee Chair's performance will be evaluated as needed by the Managing Director and the Operations Council Chair with the option of an appeal to the Board

H - If a chair of an individual committee on the Operations Council is elected or appointed to the Board of Director's as the Operations Council representative then he/she will relinquish the individual committee chair to someone else.

10.0.2 – Production Council

The Production Council, except as otherwise provided in these By-laws, shall administer and manage the theatrical production aspects of the corporation. These responsibilities include but are not limited to selecting an Artistic Committee, managing the production assets, providing educational opportunities, and maintaining a Production Manual.

A – The standing committees of the Production Council shall be Artistic, Production Asset, Education, and Production Resource.

B - The term of office for a Committee Chair is one (1) year with the exception of the Artistic Committee Chair which is a three (3) year term

C - The chairs of these committees shall be appointed by the Production Council Chair.

D - Committee chairs are expected to be Active Voting Members or Active Voting Lifetime Members of LTCT, however special consideration can be made.

E - The Productions Council will meet a minimum of six (6) times per year

F - A Committee Chair shall serve no more three (3) years consecutively.

G - Committee Chair's performance will be evaluated as needed by the Managing Director and the Production Council Chair with the option of an appeal to the Board

H - If a chair of an individual committee on the Production Council is elected or appointed to the Board of Director's as the Production Council representative then he/she will relinquish the individual committee chair to someone else.

ARTICLE XI – ANNUAL MEETING

11.0.1 – Annual Meeting and Notice

A – The meeting of the corporation and its membership shall be held in June of each year. The Annual Meeting will be held at the Corporation's principal office, or at any other place determined by the Board of Directors and stated in the Notice of Meeting.

B – Announcement of the time, place, and purpose of the annual meeting shall be published in the corporation's newsletter not less than thirty (30) days prior to the annual meeting.

C – The purpose of the annual meeting shall be to elect individuals to the Board of Directors, present a reporting of the annual finances, hear committee reports, and transact such other business as may be indicated in the notice of meeting or introduced from the floor. Those who are present and eligible to vote shall constitute a quorum.

D – The Nominating Committee shall submit to the general membership not less than ten (10) days prior to the annual meeting, a slate of nominees for the Board of Directors, numbering not less than the number of vacancies to be filled.

ARTICLE XII – AMMENDMENTS TO THE BYLAWS

12.0.1 – Method of Amendment, Alteration, or Repeal

Proposed changes to these by-laws by amendment, alteration or repeal may be made by any voting member in good standing and submitted in writing to the Board of Directors. Proposed changes may also be made by an ad hoc By Law Review Committee as established from time to time by the Board of Directors and subsequently submitted to the Board of Directors.

12.0.2 – Adoption of Amendment, Alteration, or Repeal

Upon submission of proposed changes, these by-laws may be amended by a majority vote of the Board of Directors, subject to a ratification vote at a regular annual or special meeting of Little Traverse Civic Theatre membership. Ratification requires a 2/3 majority vote of the Active Voting Members present. Changes to the by-laws are considered operative upon ratification by the Active Voting membership.

12.0.3 – Notification

Copies of the proposed changes to the by-laws shall be mailed and/or emailed to the membership at least 30 days prior to the meeting where a vote is called. Copies of the by-laws and the proposed changes will be posted publicly, and will be available for members at the business office and on the website.

ARTICLE XIII – DISSOLUTION OF THE CORPORATION

13.0.1 – Dissolution

In the event of the dissolution of Little Traverse Civic Theatre, all its assets shall be distributed exclusively to the charitable, religious, scientific or educational organizations that qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code and in accordance with MCL 450.2855.