

# ROCKVILLE LITTLE THEATRE, INC. BY-LAWS

(as reorganized June \_\_\_\_\_, 2019)

## OVERVIEW

- 1. Name of the organization:** The name of the corporation shall be “Rockville Little Theatre,” hereinafter referred to as “RLT”.
- 2. Mission statement:** RLT is an organization that is founded to provide high quality, **live, theatrical** performances at reasonable prices. We strive to entertain, enlighten and educate all who attend our theatrical events. RLT offers an opportunity for community members to step out of their everyday lives and to assume new roles as playwrights, actors, directors, costume designers, set designers, and audiences.
- 3. Corporate structure:** RLT shall be governed by a board of directors (see **Article II, Section 2**). Day to day operations shall be handled by the officers and coordinators as approved by the board of directors (see **Article II, Section 1**).
- 4. Finances:** RLT shall operate under a fiscal year from July 1 – June 30. All bank accounts shall be under the name of **Rockville Little Theatre**. Signature power shall rest with the Treasurer and President of the Board of Directors.
- 5. RLT shall operate as a not-for-profit corporation.** Activities are carried out in accordance with provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Revenue Law.

## I. MEMBERSHIP

- 1. Qualifications:** Application for membership in Rockville Little Theatre, Inc. (“RLT”) shall be open to all persons 18 years of age and over who: (a) complete and deliver to RLT’s Board of Directors a form as may be prescribed by the Board of Directors; and (b) pay dues as prescribed in **Article V, Section 4** of these *By-Laws*.
- 2. Members:** Membership requires: (a) participation in some phase of RLT activities during the season; (b) payment of dues for the season; **and (c) compliance with the rules and published procedures of the organization**. Only members who have satisfied this **Article I, Section 2** shall be considered to be in good standing.
- 3. Apprentice Members:** Any person younger than eighteen (18) years of age shall be considered an apprentice member upon payment of prescribed dues and appropriate custodial consent if necessary. Each Apprentice member shall participate in some phase of RLT activities each season. Apprentice members shall be on the mailing list and their attendance at social functions shall be determined by the Board of Directors.
- 4. Life Members:** In recognition of sustained service to RLT, the Board may designate a member as a Life Member. Such Life Members shall be deemed to have satisfied the provisions of **Article I, Section 2**.

## II. BOARD OF DIRECTORS

- 1. Powers:** The Board of Directors (the “Board”) shall have the broadest duties and powers allowed by law and shall exercise general supervision and direction of the affairs of RLT. No member of the

Board shall receive compensation for services on the Board. The Board shall consist of no more than nine (9) members including the president who shall serve as Chairman of the Board.

2. **Structure:** The officers of the Board shall be a president, a vice president, a secretary and a treasurer, who will serve as the Board's Executive Committee, as well as any other officers, committees and subcommittees as the Board may authorize. The officers of the Board shall: (a) be elected by the Board from among the members of the Board; and (b) serve terms of one (1) year and until their successors are elected.
3. **Elections:** At each annual meeting, which shall be held in the month of June (or such other time as the Board shall determine), RLT members shall elect the required number of directors. Individual members of the Board shall be elected on a staggered basis to a term of two (2) years each. In odd-numbered years, five (5) Board members shall be elected and in even-numbered years, four (4) Board members shall be elected. Each term shall commence July 1 of the then-current year and shall end June 30 of the second year thereafter once their successors are elected. Any Board vacancy occurring after the annual meeting shall temporarily be filled by the Board until the next annual meeting. If that term does not then expire, the vacancy shall be filled for the remainder of the unexpired term by election at the annual meeting in the manner in which other members of the Board are elected. A member of the Board and/or any other elected officer, may be removed by a two-thirds vote by secret ballot at an annual meeting or other membership meeting upon notice given as provided for amendment of these *By-Laws*. A member of the Board is subject to removal from the Board after missing three (3) consecutive scheduled Board meetings. Unless otherwise provided for herein, all elections shall be by simple majority of the votes cast.
4. **Terms of Office:** There shall be no term limits for any Officer or Board Member.

### III. OFFICERS

1. **President:** The President shall serve as senior officer of the organization; preside at all membership and Board meetings; provide for representation to other organizations of significant interest to the group; be responsible for all contractual negotiations; carry out any administrative duties required by such contracts; and sign checks for payment of verified bills in the absence of the Treasurer. The President shall serve as ex officio member of all committees and is ultimately responsible for the smooth functioning of the organization.
2. **Vice-President:** The Vice President shall serve as vice chairman of the Board; substitute for the president when absent; and perform such other duties as may be assigned by the President or the Board. The Vice President shall also oversee all activities regarding fundraising and grants.
3. **Secretary:** The Secretary shall be responsible for all organization correspondence; serve as custodian of past and present organization files, records, and documents, including the Bylaws; record, transcribe, and maintain the minutes of the Board, membership, and special meetings of the corporation; provide copies of meeting minutes for distribution to the Board; and ensure that all Board members are notified of upcoming meetings and pertinent agenda items.
4. **Treasurer:** The Treasurer shall provide for the disbursement of funds according to an annual budget; maintain the necessary records to account for the receipt and disbursement of all funds; prepare annual and interim reports for the Board and membership; and to be responsible for filing all necessary reports with governmental agencies. The Treasurer shall provide an auditable statement for grant applications as needed; oversee the implementation of organizational budgets; and make recommendations for economical operations.

#### IV. POLICIES AND PROCEDURES

The Board shall have the operating *Policies and Procedures* reviewed annually and revised, if necessary in the Board's sole discretion, and made available to the membership in September of each year (or such other time as the Board may determine). These *Policies and Procedures* are to implement the *Articles* and *By-Laws* of RLT. Annual revisions made in the *Policies and Procedures* require a two-thirds majority vote of the Board. The membership may veto, by at least a two-thirds majority vote, such revisions at a special meeting duly called for the purpose. These *Policies and Procedures* may include, but not necessarily be limited to, the following:

1. Appointive officers, their duties and authorities;
2. The Board of Directors;
3. Number and type of productions and their scheduling;
4. Policy with regard to dues, sponsorships, season tickets, and prices of admission;
5. Policy with regard to paid employees, their remuneration, responsibilities and authorities; and
6. Administrative regulations on use of property owned by RLT.

#### V. PERMANENT POLICIES

The following are established as permanent policies of the RLT, and are not subject to revision by the Board of Directors or the membership except in the manner and means prescribed for amendment by these *ByLaws*, **Section VII**.

1. **Board of Directors:** The Board shall have final authority in the selection and scheduling of all productions; in the authorization and disbursement of funds; in the appointment or dismissal of appointive officers and employees; in the negotiation of agreements with vendors, insuring agencies, the City of Rockville, sponsoring organizations, and other individuals, firms or entities, subject to the limitations established in these *By-Laws or the Articles* of Rockville Little Theatre, Inc.
1. **Admissions:** All performances for which admission is charged shall be open to the public.
2. **Tryouts:**
  - a. Open tryouts will be held before parts are assigned for any production.
  - b. Non-members who attend tryouts are required to establish and maintain membership if awarded part, inasmuch as only members are eligible for acting parts.
3. **Dues:** The annual dues for members, regular and apprentice, shall be established by the Board and published as part of the *Policies and Procedures*. Dues are payable with membership application each fiscal year. The Board may waive payment of dues in certain cases.
4. **Meetings:**
  - a. The Annual Meeting of the membership of RLT shall be held in June each year (or such other time as the Board shall determine). Unless otherwise specified in these *By-Laws*, a majority vote of those present and voting will decide an issue.

- b. The Board shall meet monthly at a time and date they establish in their sole discretion. Meetings may be waived by a two-thirds majority vote of the Board, provided that a minimum of six (6) meetings are held annually under normal circumstances. A quorum for the transaction of official business shall be five (5) members. Members and guests are welcome to attend meetings of the Board.
- c. Special meetings of the Board or the general membership may be called by the Board president at any time at the President's or the Board's discretion and shall be called upon request of three (3) members of the Board or by written request of at least ten (10) members of RLT. Notice of such special meetings shall be made at least one (1) week in advance of such meeting.

## **VI. DISSOLUTION**

The organization shall be dissolved using the following procedures:

- 1) Any member of the Board of Directors may propose dissolution of the organization.
- 2) Upon approval of the proposal by two-thirds of the Board, a membership meeting shall be scheduled for all current members to vote on the proposal. Written notice shall be given to all current members of the organization at least 30 days prior to the meeting.
- 3) If two-thirds of all current members present at the meeting vote in favor of dissolution, Rockville Little Theatre will be officially dissolved.
- 4) Upon dissolution, the Treasurer shall be responsible for liquidating and distributing all remaining assets. Such assets shall be distributed to other tax-exempt organizations, preferably local community theatres.

## **VII. AMENDMENTS:**

These *By-Laws* may be amended by a two-thirds majority of the members present and voting at a meeting, provided that written notice of the proposed change has been given or mailed to the members at least ten (10) days prior to such meetings. To vote on amendments to the *Articles or By-Laws*, members must be: (1) present at the meeting at which the vote is held; and (2) in good standing as of the date of such meeting or vote.

Reorganized and adopted by affirmative vote of the general membership of  
ROCKVILLE LITTLE THEATRE, INC. at its General Meeting June \_\_\_\_, 2019.

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