

## Temple Civic Theatre Bylaws

### Article I: NAME

The name of this corporation is Temple Civic Theatre, hereinafter called "The Civic Theatre".

### Article II: PLACE OF BUSINESS

The principal place of business of The Civic Theatre shall be in the City of Temple, Bell County, Texas.

### Article III: OBJECTIVES

The Civic Theatre is organized and incorporated as a non-profit corporation under the laws of the State of Texas to conduct a community drama and recreation organization, without profit to any member, and is dedicated to the study, practice and production of dramatics, painting, music, and other fine arts, for educational, recreational, civic and benevolent purposes in the public interest of Temple, Bell County, Texas, under such plans as may be formulated from time to time by the Board of Governors.

### Article IV: MEMBERSHIP

(1) Membership fees and privileges shall be fixed annually by the Board of Governors prior to the sales of memberships.

(2) The annual meeting of The Civic Theatre shall be held in the City of Temple at such time as fixed by the Board of Governors, but no later than August 31 of each year, for the purposes of electing new governors for the coming year, considering amendments to these bylaws, and for the transaction of all other business that may be brought before the meeting. Notice of the annual and any special meetings, starting time, place and probable business, shall be mailed to all members at least five days before the meeting.

(3) Special meetings of The Civic Theatre may be called by the Board of Governors as desired. All meetings shall be held in the City of Temple.

(4) Each member registered on the books of the Theatre shall be entitled to one vote at the annual meeting and at special meetings of the general membership of The Civic Theatre, and there shall be no voting by proxy. Only Governors may vote at the Board of Governors meetings.

(5) The Board of Governors, by a two-thirds vote, may bestow honorary memberships for faithful or special services. In lieu of annual membership fees, a majority of the Board may award regular membership for services performed or merchandise loaned or furnished to the Theatre.

(6) The President, or in his absence, the senior elected officer present, shall preside at meetings of The Civic Theatre, and the secretary or "assistant" secretary shall be the secretary at all such meetings.

(7) All meetings shall be conducted in an orderly manner free of disruption. If a member becomes disruptive, the President or other presiding officer may ask the person to be removed from the meeting and the premises.

(8) The Board of Governors, by a two-thirds vote, may revoke the membership of a member if they are disruptive during shows, meetings, volunteering, Civic Theatre activities, or preparing for shows. Should a member have their membership revoked, they will not be allowed to attend or participate in any meetings, activities, or performances of The Civic Theatre. The member will receive an amount of their membership dues refunded to them in proportion to the remaining number of shows left in the season (i.e., if there are 4 performances remaining in a 5 performance season, then the member will be refunded 80% of their dues).

#### Article V: BOARD OF GOVERNORS

(1) The control of the Theatre shall be vested in a Board of Twelve Governors. Governors shall serve three-year staggered terms, with four Governors elected annually at the annual meeting. A Governor may serve only one elected term, but may be re-elected to another three-year term after one year off the Board.

(2) Any member of good standing is qualified to serve as a Governor.

(3) Candidates to the Board of Governors will be chosen by a Nominating Committee selected by the President one month in advance of the annual meeting. Qualifications of all nominees shall be orally stated at the annual meeting in advance of balloting.

(4) The Board of Governors shall conduct, manage, and control all of the affairs and business of The Civic Theatre, and shall make rules and regulations not inconsistent with the laws of this State, or the Bylaws of this Theatre, and generally shall supervise and regulate any and all activity of The Civic Theatre.

(5) The Outgoing President shall call a meeting of the Board of Governors within 10 days of the annual meeting, for the purpose of electing the officers of the Board of Governors of the Theatre. The Governors shall also establish other regular meetings at stated intervals. Special meetings of the Board of Governors shall be held whenever called, or by the President, or by application in writing of any two Governors. All meetings of the Board of Governors shall be open to all members.

(6) Members who are not Governors may bring up new business at the Board of Governors meetings by providing notice of the issue they would like to discuss to the President not less than 14 days before the next Board of Governors meeting.

(7) A majority of the Governors in office shall constitute a quorum for the transaction of business.

(8) If an issue needs to be addressed by the Board of Governors prior to the next Board of Governors meeting, the Board of Governors may address the issue by email and vote on it provided that:

(a) all of the Governors have received notice of the issue by email, and

(b) a quorum of Governors has responded and voted on the issue.

(9) If the office of any Governor or officer of the Board of Governors becomes vacant, the remaining Governors, by majority vote, shall elect a successor who shall hold office for the unexpired term. Said successor shall be eligible for nomination and election to a following full term.

(10) The Board of Governors shall have the power to declare the office of Governor vacant and thereafter appoint a successor whenever:

(a) A Governor is permanently absent or absent for such periods of time as to make it impossible to discharge the duties of Governor.

(b) A Governor ceases to be a member.

(c) A Governor fails or refuses to discharge the duties of his office and the remaining Governors determine by a three-fourths vote that such disability exists.

(d) A Governor is absent from three regularly scheduled meetings in a given year, without sufficient reason as determined by the Board of Governors.

A Governor under consideration for removal shall be notified by mail not less than five days before the next regularly scheduled meeting.

(11) The President of the Board of Governors shall appoint from the membership such advisory members as he deems necessary to act in an advisory capacity to the Board of Governors. Such member shall be entitled to all the privileges of the other members of the Board of Governors, save and except voting rights, as well as all the responsibilities and duties of the Board of Governors.

#### Article VI: OFFICERS

(1) The officers of this Theatre shall consist of a President, two Vice-Presidents, a Secretary, and Treasurer, all of whom shall be selected only from the Board of Governors, and in addition such other assistant officers to be selected from the members in such manner and at such times as the Board of Governors may determine. Board members are eligible for the office of President only after serving one year of their term.

(2) The five above-named regular officers shall constitute the Executive Committee of The Civic Theatre and during such times as the Board of Governors are not in session, shall exercise all powers subject to ratification and approval by the Board of Governors.

(3) The officers shall perform the duties ordinarily belonging to their respective offices and such other duties as the Board of Governors shall from time to time direct. However, the Board of Governors may vote and authorize a Governor who is not on the Executive Committee to exercise power and enter into contracts on behalf of Temple Civic Theatre if the need arises. Otherwise, contracts may be entered into by any member of the Executive Committee on behalf of the Temple Civic Theatre provided that the proposed action or contract has been approved by the Board of Governors.

(4) The President, Vice-Presidents, Secretary and Treasurer shall be elected from the Board of Governors by the Board of Governors at their first called meeting following the annual meeting of The Civic Theatre.

#### Article VII: COMMITTEES

(1) Standing Committees. A Production Staff shall be appointed annually by the First Vice-President subject to the recommendations and approval of the Board of Governors. This staff shall serve for one year under the chairmanship of the Vice-President in charge of production and will be responsible for all phases of theatrical production and backstage activities as may be determined by the Board of Governors.

(2) The President shall appoint the chairman and members of such special or temporary committees as may be deemed necessary which appointments shall be subject to the approval of the Board of Governors.

(3) An Advisory Committee comprised of all former Presidents of the Theatre is hereby created. This committee and its membership shall be perpetual and each President, upon concluding his service in such capacity, shall thereupon become Chairman and a permanent member of the committee. The Advisory Committee shall offer advice and recommendations to the Board of Governors and shall perform such other duties as may be assigned to it by the President of the Board.

#### Article VIII: AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Governors, subject to ratification at a regular or special meeting of The Civic Theatre. Notice of the proposed ratification shall be mailed or emailed to all members not less than five days before the meeting.

#### Article IX: INDEMNIFICATION

The Civic Theatre agrees to indemnify, defend and save harmless the board members, governors, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) arising out of or related to their involvement in The Civic Theatre's activities provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she was not to have acted in good faith in the reasonable belief that such action was in the best interests of The Civic Theatre; and further provided that any compromise or settlement payment in legal proceedings shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

For informational purposes only:

TEMPLE CIVIC THEATRE

Chartered November 14, 1968 as a Texas Non-Profit Corporation

Charter No. 253631

The original Board of Governors, as listed in the Articles of Incorporation (dated 11-1-68) were: H. K. Allen, Nelson Scully, Mrs. Marjorie Rynearson, Mrs. Elizabeth Popejoy, Charles W. Voelter, Mrs. Joni Evans, Mrs. Barbara Howe, Bill Puett Jr., Roger Daniels, Dr. David Tullis, and Mrs. Helen Scott Saulsbury.

In the event of the dissolution of Temple Civic Theatre, the Articles of Incorporation provide that all its assets shall be distributed to the Cultural Activities Center. If the CAC was not then in existence, its assets shall be distributed to the City of Temple.

(Above as Amended August 2018)