

Theatre Arts Guild

By-Laws

ARTICLE I – CORPORATION

SECTION 1.1: The name of the organization shall be the Theatre Arts Guild, Incorporated.

SECTION 1.2: OUR PURPOSE is to advance and promote the live theatre art form in the metropolitan Omaha, Nebraska area.

OUR VISION is to be the leading advocate of Live Theatre in the metropolitan Omaha, Nebraska community.

OUR MISSION is to raise awareness of and participation in Live Theatre in the metropolitan Omaha, Nebraska community through PROFESSIONAL AND EDUCATIONAL DEVELOPMENT, RECOGNITION OF CONTRIBUTIONS TO THE ART FORM, and COMMUNICATION TO THE THEATRICAL COMMUNITY AND THE COMMUNITY AT LARGE.

SECTION 1.3: The metropolitan Omaha, Nebraska community shall be defined as a 50-mile radius surrounding Omaha. The center of Omaha shall be designated at the 13th Street Post Office. (Sections 1.2, 1.3 amended Feb. 14, 1998)

ARTICLE II – MEMBERSHIP

SECTION 2.1: The membership of the Theatre Arts Guild, Inc. shall consist of: individuals and groups (such as families, or theatre production companies), regardless of place of residence, who have paid the current annual dues. Delineation of membership "types," their distinguishing criteria, benefits, and dues rates, shall be made by the Board of Directors through Board Operating Policies.

SECTION 2.2: All individual and representative members, regardless of membership type, shall be eligible to attend, participate in and vote at all general membership meetings, to be nominated for the Board of Directors, and to hold office in the Theatre Arts Guild, Inc. In addition, all members may attend Board of Directors' meetings, but shall have no voting rights at such meetings.

SECTION 2.3: Any member who owes moneys to the Theatre Arts Guild organization resulting from failure to honor a pledge of funds, checks drawn on an account with insufficient funds and any related finance charges, or any other failure to reimburse the organization, shall be denied continuation or renewal of membership until the money owed is paid to the organization.

ARTICLE III – BOARD OF DIRECTORS

SECTION 3.1 – MEMBERSHIP: The Board of Directors of the Guild shall consist of sixteen (16) members elected from the general membership of the Guild. The President, with the approval of a majority of the Board of Directors, may also appoint up to two (2) teen representatives to serve on the Board. Board members shall serve without compensation. If the immediate past President has completed a standard director's term, he/she shall serve as an ex-officio member of the Board for one more year, without appointment, and shall have voting privileges as such only in the event of ties after the President has voted.

SECTION 3.2 – TERM OF OFFICE: Elected Board members shall serve for a term not to exceed three years, unless the election for Board members has not occurred, in which case those Board members whose terms are due to expire will continue in office until their replacements are duly qualified and elected. It shall be so arranged that one-third (no more than 6) of the Board Directorships expire at the end of each Board Year. Appointed teen representatives shall serve a one-year term, renewable, at the option of the incoming President at the beginning of the Board Year, until the year of the teen representative's high school graduation. Board Year will be defined as September first of one year through August thirty first of the succeeding year.

SECTION 3.3 – NOMINATION: The Board of Directors shall place before the general membership, at a general membership meeting, a slate of no more than ten (10) consenting candidates for the Board of Directors. The voting membership may nominate, from the floor, an additional number of consenting candidates to bring the total slate to no more than sixteen (16).

- A) All candidates for the Board are required to have at least one year's membership in the Guild at the time of nomination. This requirement may be waived only upon a majority vote of the Board of Directors provided the candidate under consideration is a current member of the guild.
- B) No Director, after having finished a full two years on the Board, shall be eligible to be a candidate for the Board unless one year has elapsed since the term of that member's service on the Board.

SECTION 3.4 – ELECTION: After the nomination of candidates for the Board of Directors has been finalized, a secret ballot shall be mailed to the voting membership. These members shall be allowed to vote for no more than five (5) candidates and shall return their ballots to the president by the date as set by the Board of Directors. The President and the President-Elect or their designee shall tally the votes and announce the results at the last regularly scheduled meeting of the Board Year. In the event of a tie, the President shall poll all members of the outgoing Board to break the tie.

SECTION 3.5 – VACANCIES: In the event a member vacates a term on the Board of Directors the president, with the approval of the board, shall appoint a successor to fill the length of the unexpired term. The successor shall be selected from the remaining nominees of the last election or other qualified members of the guild.

SECTION 3.6 – QUORUM: A quorum shall constitute of more than one-half of the Board of Directors.

SECTION 3.7 – POWERS AND DUTIES:

- A) Each member of the board of Directors shall have one vote, with the exception of the President and the ex-officio past President. The president shall vote only in the case of ties. In the event that the President abstains or is otherwise unable to cast a vote, and a tie still exists, then the ex-officio Past-President shall be allowed to vote.
- B) The Board shall set the broad, general policy by which the Theatre Arts Guild, Inc. will be governed and shall adopt, amend, or eliminate Board Operating Policies to standardize or regulate procedures (such as membership dues rates, advertising rates, awards balloting processes, etc.). Such operating policies shall require a simple majority vote of Directors present in quorum.
- C) The Board may appoint ex-officio members to the board as deemed necessary, to serve for a term of one year.
- D) The Board will appoint an Historian who shall maintain the historical files of the guild and shall act as the Registered Agent with the State of Nebraska. The Historian need not be a member of the Board. The Historian shall serve for an indefinite term, with the approval of the Board.
- E) Board members are expected to attend all Board meetings and Guild functions and to actively serve on one or more Board Committees.
- F) The Board of Directors shall be responsible for ensuring responsible fiscal practices and management of the Guild's financial accounts. Each Director receiving funds (cash, check, money order, or other payment) for the Guild shall submit such funds for deposit no later than the next scheduled Board meeting. The Board of Directors shall be responsible for ensuring that an independent audit of the financial records of the Theatre Arts Guild is completed annually only if the financial records of the Guild are not maintained by an independent CPA.
- G) The Board of Directors is empowered to take whatever action is deemed necessary in situations not specifically covered elsewhere in these By-laws.

SECTION 3.8 – BOARD MEMBERSHIP REVIEW AND EXPULSION:

- A)** Any member may seek review of another person's membership on the Board. The Executive Committee shall conduct such membership review. By a majority vote, the Executive Committee shall determine whether there is reasonable cause for Board action and, if so, forward a recommendation for action to the full Board.
- B)** After completing a review, the Executive Committee may recommend Board action in response to a member's specific request for action against a Board member, or in any case where a Board member has missed two consecutive Board meetings or is not otherwise fulfilling the required duties to the Guild (Section 3.7).
- C)** A member seeking review, by the full Board of Directors, of another person's membership may directly approach the full Board only after the Executive Committee has voted to not recommend Board action.
- D)** A majority vote of the Board will determine any non-expulsion action to be taken, based on recommendations received. A two-thirds vote of the Board is required for expulsion of a Board member.

ARTICLE IV – OFFICERS

SECTION 4.1 – PERSONNEL: Officers of the Guild shall be a President, a President-Elect, a Treasurer, a Recording Secretary, and a Treasurer-Elect elected by and from the Board of Directors.

SECTION 4.2 – NOMINATION AND ELECTION: The nomination of all officers except President shall be made by the Board at the first Board meeting of the Board Year. At that time, the previous year's president-elect will automatically assume the office of President, and then conduct elections of the rest of the officers. Any member of the Board may be placed into nomination, so long as that member is eligible to hold the office for which nominated. The election of officers shall be held by secret ballot, unless the total number of nomination does not exceed one (1), and shall be determined by a simple majority.

SECTION 4.3 – ELIGIBILITY: Each officer must be a member of the Board of Directors.

SECTION 4.4 – VACANCIES: In the case of the resignation of any officer or vacancy of office, the office will be filled at the first regular Board meeting following the announcement of said resignation or vacancy. The successor will be elected by and from the board and must meet all eligibility requirements for the office to be filled.

SECTION 4.5 – POWERS AND DUTIES

- A) President:** Elected by and from the Board, is the executive head of the guild. The president shall preside at all meetings, appoint committees and serve as an ex-officio member of all committees.
 - 1)** The President shall call board meetings as set forth in Section 5.1.
 - 2)** In the event of an emergency situation, where it is impossible to call a general meeting of the membership or a meeting of the Board of Directors, the President after polling all members of the Board and arriving at a majority of the board, may proceed to act for the common good of the Guild. The membership shall be fully bound by this action.
 - 3)** It shall be the President's responsibility to ensure compliance with the Powers and Duties of the Board of Directors, as listed in section 3.7.
 - 4)** The President shall be listed on the signature cards for all Guild financial accounts. The President shall co-sign all contracts for accounts and/or activities of the organization. The President may be one of the two signers on checks issued by the Guild. The President shall meet every three months with the Treasurer and/or the person managing the financial accounts of the Guild to review the financial status of the Guild.
 - 5)** Upon completion of his or her term, the President shall serve the following year as Parliamentarian. That person shall familiarize himself or herself with Robert's Rules of Order and shall advise the Board on parliamentary procedures.

- B) President-Elect:** Elected by and from the Board, shall serve the duties of a Vice President (as follows) and will automatically become President the following year. Vice presidential duties include assuming the duties of the President in the event of the President's absence or incapacity. The President-Elect will also serve as Chair of the Nominating committee.
- C) Treasurer:** Elected by and from the Board, shall supervise the receipt and disbursement of funds and maintain accounts in such financial institutes as the Board of Directors shall designate; authorize payment to meet the obligation of the Guild, ascertaining that each check shall be signed by two of three authorized signers; shall meet every three months with the President of the Guild to review the financial records of the Guild; and furnish proper bond if so requested by the Board of Directors. To protect the integrity of the accounts, the treasurer may be one of the two signers on checks issued by the Guild, and may not serve consecutive terms of office. The treasurer shall serve as Chair of the Finance committee.
- D) Recording Secretary:** Elected by and from the Board, shall keep the minute records of the guild and notify members of all meetings as may be called. The Recording Secretary shall maintain all business files of the guild and coordinate their retention with the Historian. The Recording Secretary shall serve as Chair of the By-Laws committee.
- E) Treasurer-Elect:** Elected by and from the Board, will automatically become the Treasurer the following year, and must, therefore, be a Director who has at least two years left in his/her term of membership. The Treasurer-Elect shall learn the responsibilities and tasks of the Treasurer and serve as a member of the Finance Committee. Duties include becoming familiar with the budget and working with Officers and committee Chairs to develop in advance a budget recommendation for the following year.

ARTICLE V – MEETINGS

SECTION 5.1 – BOARD MEETINGS: The President shall call Board meetings following the written request of a quorum of the Board of Directors, or otherwise set a once-per-month schedule of meetings.

- A)** The Board may decide at a regularly scheduled Board meeting, not to have a Board meeting the following month.
- B)** The Board shall meet at least ten (10) times a year. No more than eight (8) weeks shall elapse between meetings. The President may use any means of communication to conduct Guild business if action is required between the scheduled meetings of the Board, provided that at least a quorum of the Board members participate in and/or respond to the communication. In the event that Guild business is conducted under these guidelines, the President shall report such business at the next scheduled board meeting.
- C)** Any action required or permitted by the Nebraska Non-profit Corporation Act to be taken at a Board of Directors' Meeting may be taken without a meeting providing a poll is taken of the entire Board. Such poll shall be conducted by the President through the use of any means of communication. All other guidelines of the bylaws shall apply regarding required majorities for approval of action. Such poll shall be reported and confirmed at the following scheduled Board meeting.

SECTION 5.2 – GENERAL MEMBERSHIP MEETINGS: The Board of Directors shall schedule, at least once yearly, a general membership meeting. The general membership meeting should be scheduled so as to provide sufficient time to conduct elections for the Board of directors.

ARTICLE VI – COMMITTEES

SECTION 6.1 – APPOINTMENTS: The President, with the approval of the Board, shall appoint the chair to all committees not otherwise prescribed. The chair of all committees must be a member of the Board of Directors. Unless otherwise prescribed, the chair may appoint any number of committee members from the general membership of the guild. The chair may also appoint other members of the community to serve as ex-officio committee members, with no voting privileges.

SECTION 6.2 – EXECUTIVE: The Executive committee shall consist of these officers: **President, President-Elect, Recording Secretary, Treasurer, and Treasurer-Elect.** The President shall vote only to break a tie. The immediate Past President shall serve as an ex-officio member. The Executive Committee shall make decisions for the Guild when the full Board cannot meet or be adequately polled. When a review of a Director's membership on the Board or performance of their duties is requested, the Executive Committee shall conduct a review and recommend Board action, if any, as a result of the review. The Board may assign other specific tasks to the Executive Committee as needed.

SECTION 6.3 – STANDING COMMITTEES: The President shall appoint the chair to all standing committees at the first meeting of each Board Year. The standing committees are, and their duties shall include, but not be limited to:

- A) Award:** It shall be the duty of the Award committee to organize and produce an annual awards ceremony to recognize the outstanding members of the metropolitan Omaha area theatrical arts community; develop procedures for ensuring confidentiality of the nomination and election processes and the ballots received; maintain records of annual nominations and award recipients; maintain documents related to the nominations and award procedures, including but not limited to copies of the ballots, programs, and records of expenses and income; and inform the Board of the location of the aforementioned records and documents. The committee shall submit to the Board, for its approval, the criteria for the awards and the procedures for maintaining and destroying ballots.
- B) By-Laws:** It shall be the duty of the By-Laws committee to make an annual review of and recommend revisions and/or additions to the by-laws and the written Board Operating Policies. The Recording Secretary shall serve as chair.
- C) Finance:** The Treasurer shall chair the Finance committee. It shall be the duty of the Finance committee to propose a budget for the Guild, seek advice for any financial problems, review all financial records of the Guild at least once per fiscal year, and submit a summary of this review to the Board. The chair shall be responsible for updating the signature cards for the Guild's financial accounts so that authorized signers include the current President, Treasurer, and one other officer or person appointed to manage the financial accounts of the Guild. The Treasurer shall also be responsible for the timely filing of any returns or reports required by the Internal Revenue Service and for reporting such filing to the Board of Directors for recording in the minutes.
- D) Membership:** It shall be the duty of the Membership committee to maintain all membership records of the guild and to notify expiring members when it is time to renew their memberships. It shall also be the duty of the membership committee to encourage and promote membership in the guild and to present to the Board, for their approval, the criteria for Membership.
- E) Nominating:** It shall be the duty of the Nominating committee to place into nomination a slate for the Board of Directors election, pursuant to the provision of the By-Laws. The President-Elect shall serve as Chair.
- F) Program:** It shall be the duty of the Program committee to coordinate such programs that may benefit the general membership and the community as a whole.
- G) Publicity:** It shall be the duty of the Publicity committee to promote all activities, programs and functions of the guild. This will include the monthly publication of the TAGLines newsletter promoting the activities of the Guild and the general theatrical scene of metropolitan Omaha. In addition, the Publicity committee will be responsible for monitoring and maintaining the TAG website and managing its business issues on behalf of the Guild.
- H) Scholarship:** It shall be the duty of the Scholarship committee to present to the Board, for its approval, the criteria for a scholarship to be presented each year to a worthy student of the theatrical arts. The

committee will solicit and screen applicants and present one or more to the Board, for its approval, as the recipient(s). The Scholarship Committee shall include a permanent subcommittee responsible for managing the TAG Night Out program for benefit the TAG Scholarship Fund. The chair of the TAG Night Out subcommittee shall serve as the point of contact for all theatres interested in hosting a TAG Night Out and for ensuring that TAG Nights Out are staffed by a member of the Board of Directors or other approved TAG volunteers.

- I) **Ways and Means:** It shall be the duty of the Ways and Means committee to suggest, investigate and carryout fund-raising projects for the guild.
- J) **Theatre Services:** This committee shall be responsible for organizing a “Theater Forum” in which representatives from all active theaters in the metro area will be able to meet on a regular basis to discuss and exchange ideas for the betterment of the overall theater community within the region. The committee or its designee shall also maintain the TAG Script Library for use by individual members as well as area theater groups. The chair(s) of this committee shall serve as the liaison between the Guild and each member theatre’s representatives for all programs requiring the participation of member theatres.
- K) **Teen Representatives:** In the event that teen representatives have been appointed to the Board, these representatives shall serve as chairs of a Teen Representatives committee. This committee shall be responsible for providing the teen community of our membership with information and programs that will create a basis for their involvement in the arts. Such activities include, but are not limited to, teen workshops, scholarships opportunities and auditions.

ARTICLE VII – FISCAL YEAR

SECTION 7.1: The fiscal year of the Theatre Arts Guild, Inc., shall be from January 1 to December 31.

ARTICLE VIII – AMENDMENTS

SECTION 8.1: These by-laws may be altered, amended or repealed and new by-laws adopted by a plurality of the membership attending a general membership meeting, providing that thirty (30) days notice of the intention to do so has been given to the membership. Proposed changes must be reviewed by the Board before submission to the general membership.

ARTICLE IX – RULES OF ORDER

SECTION 9.1: Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters and procedures not specifically covered in the by-laws or by specific rules of procedure adopted by the Theatre Arts Guild, Inc.

November 9, 1991

Revised September 1997

Amended March 2001

Revised June 2009

Revised May 2011

Revised June 2012

Revised May 2015