

**BY-LAWS
of
Minot State University
Summer Theatre**

Article I—Name

The name of this organization shall be the Minot State University Summer Theatre (hereinafter referred to as MSU Summer Theatre).

Article II—Purpose

MSU Summer Theatre is a collaborative university/community theatrical organization, whose purpose is to perpetuate the performance of summertime plays and musicals that satisfy the artistic and creative needs of the community.

Article III—Theatrical Policy

MSU Summer Theatre states the following to be its basic theatrical policy:

- A. That a primary goal of the organization is to achieve a finished production of any theatrical presentation.
- B. That theatrical presentations are intended for the use and enjoyment of the Minot area and surrounding region.
- C. That plays shall be selected with due regard for excellence, audience appeal and production practicality.
- D. That further goals shall be to provide the opportunity for the enhancement of creative talents and skills of members and other interested persons; foster the enjoyment of the production staff in presenting the best of live theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.

Article IV—Board of Directors

Section 1: Role of Board, Size and Compensation.

The Board is responsible for policy and overall direction of the organization, and delegates responsibility for day-to-day operations to staff and committees. To be considered for membership to the Board, individuals must have been involved in MSU Summer Theatre or have exhibited strong support for the organization. The Board shall consist of at least eight, but not

more than ten, voting members. Board members shall not receive any compensation for their services, excepting reasonable board-related expenses.

Section 2: Terms.

All Board members shall serve a term of three years, and are eligible for re-election for a second term. Board members may not serve more than two terms consecutively.

Section 3: Elections.

Elections shall be held at the first meeting of each calendar year, which meeting will be designated the Annual Meeting. Director positions to be filled at each Annual Meeting shall be made pursuant to the recommendation(s) of the Nominating Committee, further described in Article VI (2) (d).

The initial Board of Directors shall serve staggered terms. The eight initial Directors shall determine the length of their respective terms by lottery, with three Directors serving a one-year term, three Directors serving a two-year term, and two Directors serving a three-year term. New Directors shall be elected by a majority of Directors present, provided there is a quorum. A quorum shall consist of a simple majority. Directors' terms shall begin immediately following election.

Officers of the Board—as set forth in Article VI (1)—shall also be elected at the Annual Meeting. The initial officers of the Board will serve staggered terms, with their election to be held in a similar fashion as prescribed for the initial Board of Directors, as outlined above. Candidates for the respective officer positions will determine their initial term of office by lottery, with one officer serving a one-year term, one officer serving a two-year term, and one officer serving a three-year term. Thereafter, each officer will serve a one-year term, and may be eligible for re-election to additional one-year terms. No officer may serve more than six terms consecutively. New officers shall be elected by a majority of Directors present, provided there is a quorum. Officers' terms shall begin immediately following election.

Section 4: Vacancies

Any vacancy on the Board that may exist from time to time shall be filled through appointment by the President, or in his/her absence, by a majority vote of the Directors.

Section 5: Regular Meetings.

The MSU Summer Theatre Board shall meet at least four times per year, at agreed upon times and places. Meetings may be held in person or via audio/video teleconference. An official Board meeting requires that each member receive written or electronic notification at least two weeks in

advance, with the exception of special meetings, which shall supersede the two-weeks notice requirement.

Section 6: Special Meetings.

Special meetings of the Board may be called at the request of the President or any three Directors. Notices of special meetings shall be sent out to each Board member at least one week in advance of the meeting.

Article V—Officers and Committees

Section 1: Officers and Ex-Officio Positions.

The officers of the MSU Summer Theatre Board shall consist of a President, Vice-President and Secretary.

The **President** shall function as the chief executive officer of the organization and shall exercise the powers normally associated with such a position. The President shall serve as Chair of the Board of Directors and preside at all meetings of the Board and Executive Committee. The President shall also appoint special committees, as required, with approval of the Board, and shall perform all other duties incident to the office and such duties as may be prescribed by the Board.

The **Vice-President** shall act as President in the absence or disability of the President, shall serve as Chair for any committee as may be assigned by the President, and shall perform special duties as may be delegated by the President.

The **Secretary** shall maintain minutes of the meetings of the Board and Executive Committee, and shall be responsible for furnishing notice of all meetings. The Secretary shall also maintain all historical documents and archived materials, including articles, flyers, pictures, posters, programs, reviews, etc. The Secretary will perform all duties incident to the office and other such duties as may be assigned by the Board.

Section 2: Committees.

The committee structure of the Board of Directors shall be:

a. Executive Committee.

The Executive Committee shall consist of the President, Vice-President and Secretary. It is expected that the Executive Committee will meet before each regular (or special) Board meeting, to set the agenda for the upcoming meeting and address any interim concerns that have not come before the full Board.

b. Publicity/Public Relations Committee.

The Publicity/Public Relations Committee shall be responsible for publicizing all activities of the organization, including newsletters, season brochures and fundraising publications. The central purpose of this committee is to maintain ongoing publicity and notification to the public for the organization's activities and productions.

c. Production Committee.

The Production Committee will present to the Board—as soon as conveniently possible prior to the annual “production run” for MSU Summer Theatre—its recommendations for plays and musicals to be performed for the season. With the approval and consent of the Artistic Director, the Production Committee shall have overall responsibility for the selection and hiring of all personnel incidental to those productions. The Production Committee, subject to the direction of the President, shall have supervision and authority over all production activities of MSU Summer Theatre, and shall be responsible for such other duties as may be assigned/delegated to it by the President or Board of Directors.

d. Nominating Committee.

The Nominating Committee shall consist of three members, and shall be appointed by the President prior to the Annual Meeting. The committee will make recommendations—to the full Board, at the Annual Meeting—of suitable candidates for new Directors (and the re-election of existing Directors) as well as for officers of the Board, taking into consideration the need to maintain staggered terms for both Board members and officers to insure continuity of the Board, per Article V(3).

e. Ad Hoc/Special Committees.

Ad hoc or special committees (Example: Rules & By-Laws Committee) may be established from time to time to deal with short-term phenomena and to study or cope with special or unusual situations. The chairpersons of such committees shall be appointed by the President.

f. Qualification of Committee Members.

Committee members serving on any of the above standing committees or ad hoc committees from time to time are not required to be Board members, per se, but instead may be appointed by the President because of their unique skills, abilities and interests in serving the organization.

Article VI—Amendments

Amendments to these by-laws may be proposed when necessary by any Director, and must be approved by a two-thirds majority vote of the Board. Proposed amendments must be submitted

to the Secretary, to be included with regular Board announcements, at least two weeks prior to the scheduled meeting at which they are to be voted upon. All such amendments shall be considered operative upon adoption.

Article VII—Acceptance/Adoption

The above By-Laws have been reviewed by the Executive Committee and are hereby adopted by the MSU Summer Theatre Board of Directors as of this _____ day of _____, _____.

Minot State University Summer Theatre

By: _____
President

By: _____
Secretary