

**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

- a. Organization Purpose: MSU Summer Theatre is a collaborative community/university theatrical organization, whose purpose is to perpetuate the performance of summertime plays and musicals that satisfy the artistic and creative needs of the community.
- b. Board Purpose: The purpose of the board is to provide stewardship, strategic vision, fiscal oversight, and community advocacy to ensure the organization remains sustainable and true to its mission. The board is responsible for upholding the structural framework of the organization, including creating job positions, determining the organizational needs and maintaining oversight of key employee positions. The Board will help in defining leadership roles, budget approval, financial auditing, long-term sustainability, and providing the resources necessary for creative teams to succeed.

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 and media for the exercise and enhancement of the creative talents and skills of the 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 Membership

- a. The membership of MSU Summer Theatre shall consist of the Board of Directors, as may be constituted from time to time. To be considered for membership to the Board,

individuals must have been actively involved in MSU Summer Theatre or have exhibited strong support and passion for the organization.

- b. Maintenance of membership: To maintain a membership to the board, members are expected to participate in volunteer hours for summer theatre productions. A sign up sheet will be shared in the final meeting before the start of the season for board members to select their shifts. The expectation would be to volunteer for a minimum of 6 days during the production season. Also, board members must sit on at least one committee. Additionally, board members are expected to assist with the Hall of Fame process through nominations, organizing, and/or volunteering for the event. Board members who miss three consecutive meetings will be removed from the Board.

Article V—Board of Directors

Section 1: Role of Board, Size and Compensation.

The Board is responsible to uphold the theatrical policy and overall vision of the organization (see Articles II and III), and supports the day-to-day operations of the staff and company. The Board shall consist of at least eight but not more than ten members. A non-voting liaison position is also included in Board membership to be filled by an MSU employee and serve as a liaison between Summer Theatre and MSU. 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. The initial, staggered terms determined by lottery - as set forth in Article V(3) - will not be considered a full term; if any of the eight initial Directors are reelected after their staggered term has ended the first full three-year term will be considered their first term. Likewise, if a person is elected to fill a vacancy that person will complete the term of the vacated Board member and will be eligible to serve two full terms following the end of the previously vacated term.

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. 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 an election at the annual meeting. If a board member vacancy occurs midyear, the executive committee can appoint a replacement immediately and that individual will complete the current term and will be eligible for election at the next annual meeting. If an executive board vacancy occurs, then a current board member will be appointed to fulfill the current year immediately with an electronic or in person vote depending on which is viable. The Board member appointed to fill a vacancy will be eligible to be elected for two additional terms as outlined in Article V, Section 2.

Section 5: Regular Meetings.

The MSU Summer Theatre Board shall meet at least three 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 adequate written or electronic notification.

Section 6: Special Meetings.

Special meetings of the Board may be called at the request of the President or any three Board of Directors. Notices of special meetings shall be sent out to each Board member with adequate notice.

Article VI—Officers and Committees

Section 1: Officers.

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 Vice-President will oversee the Hall of Fame annual event and appoint tasks to other board members.

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 Board of Directors shall include, when necessary, committees to assist with staff of MSU Summer Theatre. These committees will meet as needed. Committees will be appointed at the annual meeting. 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 communicate, or meet if needed, 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 assisting staff in publicizing all activities of the organization, including newsletters (published at least twice a year), 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. **Script Reading Committee:**

The Script Reading Committee will meet and review up to 20 scripts based on parameters provided. Outside community members are allowed to sit on this committee. They must provide the executive team with recommendations and justifications by August 1st in order to allow time to determine pieces for the next season.

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.

Article VII - Hall of Fame

The Board of Directors shall be responsible for the MSU Hall of Fame nominations and induction ceremony. Nominations for the Hall of Fame will be requested from the public via an online form. The Board of Directors will be presented with the full list of nominations at the annual meeting and will vote on the top five nominees, narrowing the final induction list down to no more than four inductees. Nominees will remain on the list for 4 years at which point they will be removed from the slate until nominated again. Individuals already inducted into the Hall of Fame will not be eligible for additional nominations as part of a group and vice versa (for example: if a person has been inducted as an individual and then is nominated as part of a performance they will be included in that group induction or if a person was included in a group induction is nominated as an individual they will not be eligible for an individual induction). Each inductee will have a Board Member who will assist them with the process and also be responsible for getting biographies and photos from the inductee and presenting the award at the ceremony. Inductees will be given 2 tickets per person to see the performance the evening of the ceremony.

Article VIII—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 IX—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 11th day of May, 2026.

Minot State University Summer Theatre

By: **Crystal D. Michels**
President

By: **Janet Anderson**
Secretary

Revised and approved at the May 11, 2026 Summer Theatre Board meeting.