

**By-Laws of Iowa City Community Theatre**  
(Amended November 15<sup>th</sup>, 2018)

**Article I. Name**

The name of this organization shall be Iowa City Community Theatre. It is incorporated as a non-profit, tax-exempt organization under the laws of the State of Iowa.

**Article II. Objectives**

The objectives of Iowa City Community Theatre shall be to provide an opportunity for creative activity and wholesome entertainment in the theatre and to work cooperatively when possible with other agencies in the area in fostering an interest in the cultural arts generally. “It shall be the objectives of the corporation to conduct a school or drama association producing amateur theatrical productions for educational, civic, or benevolent purposes. Notwithstanding anything contained herein, said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).”<sup>1</sup>

The purpose of these By-Laws is to provide a framework for the operations of Iowa City Community Theatre.

**Article III. Policies and Procedures Manual**

**Section 1.** Iowa City Community Theatre shall maintain a Policies and Procedures Manual to govern the day-to-day operations of the theatre. In any situation where the Policies and Procedures Manual conflicts with the By-Laws, the By-Laws shall take precedence.

**Section 2.** The Board of Directors shall review and approve the manual on an annual basis. If necessary, the Board will amend the manual. Approval of the manual will require a majority vote of the Board.

**Article IV. Membership and Dues**

**Section 1.** Membership shall be open, upon payment of dues, to all persons who are interested in the objectives of the organization. Voting privileges and eligibility to hold office shall be open to all members who are at least sixteen years of age.

**Section 2.** Qualifications for membership in Iowa City Community Theatre and annual dues shall be set by the Board of Directors and listed in the Policies and Procedures Manual.

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<sup>1</sup>The quotation marks in Article II and in Article IV, Section 4 are required by the federal tax code.

**Section 3.** The Board of Directors, at its discretion, may award Lifetime Memberships to Individuals, with all rights and privileges of membership.

**Section 4.** “No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons.”

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## **Article V. Officers and Their Election**

**Section 1.** Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected at the Annual Meeting. A Nominating Committee of at least three but not more than five members shall be elected at the second regular General Meeting of the season. One of these persons shall be a current member of the Development Committee. The Nominating Committee is charged with trying to obtain as broad a representation as possible from among the membership, including community members who are not actors, directors, or designers. Candidates shall be recommended by the Nominating Committee. The Nominations shall be reported in writing to all members at least thirty (30) days preceding the Annual Meeting. The Nominating Committee shall present a slate, and further nominations may be made from the floor, providing the consent of the nominee has been secured before a name is placed in nomination.

**Section 2.** Officers shall be elected for a term of one (1) year, and may be eligible for re-election to the same office. No member who has not served at least one (1) year on the Board of Directors shall be elected President or Vice-President. No person shall serve as President for more than two (2) consecutive one-year terms. After a lapse of one year, a former President shall be eligible for election to any office, including President.

**Section 3.** Officer vacancies shall be filled by the Board of Directors from within the current board, if possible.

## **Article VI. Duties of Officers**

**Section 1.** The President shall preside at all meetings of the organization and of the Board of Directors and shall, as much as possible, be the voice and face of the Iowa City Community Theatre.

**Section 2.** The Vice-President shall perform the duties of the President in the temporary absence of that officer. The Vice President shall serve as Co-Chair of the Production Management Committee.

**Section 3.** The Secretary shall keep a record of all meetings of the organization and of the Board of Directors, and shall perform such other duties as may be delegated.

**Section 4.** The Treasurer shall receive all moneys of the organization; shall keep an accurate record of receipts and expenditures; and shall pay out funds as authorized by the Board of Directors. The Treasurer shall provide a financial statement at every meeting of the organization and a statement of account at other times when requested by the Board of Directors. The Treasurer shall make a Budget Report at the Annual Meeting. The Treasurer shall serve as chair of a committee to prepare a budget for approval by the Board of Directors prior to the beginning of the fiscal year.—The Treasurer shall serve as Co-Chair of the Development Committee.

**Section 5.** The President shall be a member ex officio of all committees except the Nominating Committee. Nothing in this section shall preclude the Officers from serving as a non-voting volunteer on any committee.

## **Article VII. Board of Directors**

**Section 1.** The Board of Directors shall be comprised of the Officers, the immediate Past President, and ten (10) other members, to be elected at the Annual Meeting. To implement the increased membership on the Board and to stagger the two-year terms of the ten (10) other members, for 2012 the five (5) new members authorized by the amended By-laws shall be elected for one-year terms at the Regular meeting at which the By-law amendment is adopted. Nominees to the Board of Directors shall be presented by the Nominating Committee and further nominations may be made from the floor. Election shall be by ballot, unless there is only one nominee for each position to be filled, in which case election may be by voice vote. Duly elected members of the Board of Directors shall begin their terms of office during the regular meeting of the Board in the month of June.

**Section 2.** The immediate Past President shall serve as a full member of the Board of Directors.

**Section 3.** Regular meetings of the Board shall be held monthly at a time to be decided by the Board. Special Meetings may be called by three (3) Board Members, or by the President. A quorum will be 6 members of the Board.

**Section 4.** Meetings of the Board shall be open to the membership of Iowa City Community Theatre and the general public for observation purposes only. However, from time to time the Board may ask non-Board members to address the Board. The Board reserves the right to discuss certain matters in closed session.

**Section 5.** The duties of the Board shall be to transact the regular business of the organization and to report all action of the Board to the Membership at the General Meetings. The Board shall approve a budget for each fiscal year prior to the start of that fiscal year.

**Section 6.** Vacancies in membership to the Board of Directors shall be filled by election at a General Membership Meeting. When a vacancy occurs, a general membership meeting shall be called before the next board meeting. If a good faith effort fails to achieve a quorum, the Board of Directors shall appoint a replacement from the General Membership.

**Section 7.** The Board of Directors may, at its discretion, remove any officer or member from the board for cause. Two-thirds (2/3) of the Board must agree. The vote shall occur at a Board Meeting.

Any member of the Board of Directors who is absent from two (2) successive regular Board Meetings may be removed from the Board by the majority vote of the Board Members in attendance at the next regular Board Meeting.

The affected Board Member shall be notified of the Meeting at which said vote shall be taken at least one (1) week in advance and shall have the right to attend for the purpose of defending his/her position. Any vacancy resulting from this action shall exist until the next General Membership Meeting, at which time a successor will be elected to serve the remainder of the term of the removed Board Member, pursuant to Article VII, Section 6 of these bylaws.

**Section 8.** There shall be an Executive Committee of the Board of Directors, consisting of the President, Vice-President, Secretary, Treasurer, and Past President. This Executive Committee shall, in emergency situations, be convened by the President at the President's discretion for the purpose of making Board decisions between scheduled times for the regular Board meetings. Emergency Actions of the Executive Committee require notification at the next regularly scheduled Board meeting.

### **Article VIII. Meetings**

**Section 1.** At least three (3) regular General Membership Meetings shall be held during the season. The last shall be designated as the Annual Meeting.

**Section 2.** Special General Membership Meetings may be called at the discretion of the Board of Directors or upon written request of ten (10) members of the organization.

**Section 3.** Twenty (20) members shall constitute a quorum and there shall be no voting by proxy.

## **Article IX. Committees**

**Section 1.** Standing Committees may include but are not limited to the following: Membership, Production Management and Development. Other committees and subcommittees may be created as deemed necessary by the President and the Board of Directors. Board members, other than the Officers, shall serve on at least one Standing Committee. Subject to these By-Laws, the duties of the Standing Committees shall be defined by the Board of Directors and listed in the Policies and Procedures Manual.

**Section 2.** The Production Management Committee shall have authority over theatre oversight, artistic choices, production schedules, play production, publicity, advertising, and ticket sales. The Committee shall be composed of the Vice President and 6 members.

**Section 3.** The Development Committee shall have authority over the general promotion of the Iowa City Community Theatre, creating a base of equity contributors, creating a base of advertisers, and creating revenue through sponsorships, grants and other means. The committee shall be composed of the Treasurer and 4 members.

## **Article X. Englert Board of Directors**

**Section 1.** The President and Secretary of the Iowa City Community Theatre shall be representatives to the Englert Civic Theatre Board of Directors. In the event either or both are unable to attend one or more meetings, they shall be responsible for securing a substitute or substitutes who shall report back to the Board.

**Section 2.** The duties of these representatives shall be to represent the interests of Iowa City Community Theatre on the Englert Board of Directors and to report on the actions of that organization to Iowa City Community Theatre Board of Directors and membership.

## **Article XI. Employees**

Employees of this organization shall serve at the discretion of the Board of Directors, with duties assigned and printed in Job Descriptions in the Policies and Procedures Manual. The performance of these assigned duties shall be reviewed regularly by the Executive Committee.

## **Article XII. Parliamentary Authority**

The rules contained in the most recent edition of “Robert’s Rules of Order, Revised” shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

**Article XIII. Amendments**

These By-Laws may be amended at any regular General Membership Meeting by two-thirds (2/3) of the members present and voting, provided a reading of the proposed amendment(s) was made at the previous regular General Membership Meeting.