

Pasadena Little Theatre, Inc.
BYLAWS

ARTICLE 1 – NAME

The name of this corporation shall be Pasadena Little Theatre, Inc.

ARTICLE II – MISSION

Pasadena Little Theatre, Inc. (PLT) is a 501(c)(3) non-profit organization incorporated under the laws of the State of Texas to support a literary undertaking: **To produce quality theatre using talent from the area, educating local artists by creating an environment to cultivate their theatrical abilities and to promote appreciation and interest in the theatre by the participation and support from members of the community.**

ARTICLE III – MEMBERSHIP

Section 1. The categories of membership shall be:

- A.** General: A membership granted to an individual upon receipt of annual membership dues.¹ Voting rights are restricted to members 18 years and older.
- B.** Lifetime: A voting membership granted to an individual(s) and/or life partners prior to November 4, 1992, or after November 15, 2000, upon a contribution of at least **\$5,000 or in kind donation valued at \$5,000+**. Both individuals may vote. Lifetime Members shall retain all rights and privileges in effect from receipt date of said contribution. The names of Life-Time Members shall be listed for public viewing.
 - a.** **Lifetime Membership cannot be inherited or passed down.**
- C.** Board: A voting membership granted to an individual nominated and elected by current Board member(s). Elected individuals are still held accountable for annual dues.
 - a.** **Election year is the fiscal year (June-May).**

Section 2. The General and Lifetime Membership year shall be the fiscal year (June-May).

Section 3. Annual dues shall be determined by the Board. Any and all changes shall be published 60 days prior to the effective date.

ARTICLE IV – OFFICERS

Section 1. **The Elected Officers of PLT shall be President, Vice President (formerly VP1), Secretary, and Comptroller (formerly Treasurer) who shall serve for a period of two (2) fiscal years.**

- A.** The President shall guide and supervise the affairs of PLT; appoint the Chairman and members of all committees except the Standing Committees; and, be a member ex-officio of all committees except the Nominating Committee. The President will assume office in **June** of odd-numbered years.
- B.** The Vice President, in the absence of the President, shall perform all duties of that office. In the case of an emergency, he/she shall assume the position of President and serve for the balance of the unexpired term. **They shall also assume responsibility of fundraising for earned income. The elected VP (formerly VP1) will assume office in June of odd numbered years.**

¹ 2017 Membership dues: \$15

- C. The Secretary shall transcribe the minutes of all meetings and conduct correspondence concerning board meetings including but not limited to: Quorums, taking minutes, organizing Special Meetings (see Article X), and prepare and distribute ballots to eligible voters. The Secretary will assume office in June of even numbered years.
- D. The Comptroller (formerly Treasurer) shall collect and disburse all monies of PLT. Disbursement shall only be by check authorized by the President or VP. They shall also reconcile accounts, keep track of tax records, and credit card accounts. The Comptroller will assume office in June of odd numbered years.

ARTICLE V – BOARD MEMBERS

Section 1. The elected Board Members of PLT shall consist of the following: President, Vice President (formerly VP1), Secretary, Comptroller (formerly Treasurer), Development (formerly VP2), Marketing and Publicity, Membership, Production, Social, Finance and Planning (formerly Business and Long Range Planning), Education (formerly Workshop) and two (2) Members at Large.

- A. All shall be elected for terms of two (2) years.
- B. The Finance and Planning, Social, Education and one (1) Member-At-Large 1 will assume office in June of odd-numbered years.
- C. The Marketing and Publicity, Membership, Production, Development and one (1) Member-At-Large 2 will assume office in June of even-numbered years.

Section 2. Board Members shall govern, determine the general policy, and control and manage the property, affairs and finances of PLT.

Section 3. Board Members will obtain the approval of all general members, including Lifetime, for any transaction exceeding \$10,000.00. All members must be notified prior to voting.

Section 4. If at any time a board member is not performing his or her duties, the board reserves the right to have that member removed immediately.

- A. These reasons may include: 3 (and/or more) unexcused absences from board meetings, not fulfilling their responsibilities, and misrepresenting the PLT brand.

ARTICLE VI – BOARD MEMBER RESPONSIBILITIES

Section 1. The Marketing and Publicity Manager shall:

- A. Promote PLT in print and broadcast media.
- B. Function as the Social Media Manager.
- C. Chair and assemble the Marketing and Publicity Committee.

Section 2. The Membership Manager shall:

- A. Chair and assemble the Membership Committee.
- B. Conduct a continual campaign to promote and develop membership at PLT.
 - a. develop general and flex pass memberships
 - b. help manage the monthly newsletter (callboard)
- C. Increase the involvement of current members in activities at PLT.
- D. Maintain the membership roster and have copies readily available.

Section 3. The Production Manager shall:

- A. maintain all technical equipment including tools

- B. consult with all directors on production needs**
 - a. Production design, crews, etc.**
- C. maintain organization of all props, set pieces, and construction**
- D. Be present for all production strikes**

Section 4. The Social Manager shall:

- A. Chair and assemble the Social Committee.**
- B. be responsible for the operation of concessions at all performances and events.**
 - a. Store, maintain and procuring all supplies**
 - b. Decorating for events especially annual events Christmas and Kick-off**
- C. provide concession staff for all performances and events.**

Section 5. The Education Manager shall (formerly Workshop):

- A. Chair and Assemble the Education Committee**
- B. plan and implement classes throughout the year for adults and children on all aspects of theatrical activity including presentations**
- C. present plan to Board for approval by December 1st for the upcoming season.**

Section 6. The Finance and Planning Manager shall (formerly Business and Long term Planning):

- A. Chair and Assemble the Long-Range Planning Committee**
- B. Chair and Assemble the Finance Committee**
- C. Prepare and submit to the Board a five (5) year plan for the theatre including but not limited to: annual objectives and recommendations for implementation.**
 - a. This plan shall be updated annually and all changes shall be subject to approval by the Board.**
 - b. This plan shall be formulated in cooperation with the Officers and appropriate Managers.**
- D. Prepare and submit to the Board, by its April meeting, a detailed income and expense budget for the following fiscal year.**
- E. Provide Box office Staff for all productions (including Black Box)**

Section 7. The Member-at-Large:

- A. The elected President shall designate specific duties and responsibilities for each member-at-large position.**

Section 8. The Development Manager (formerly VP2):

- A. Chair and Assemble the Development Committee**
- B. Reach out to surrounding communities and businesses to attain unearned income**
 - a. Including but not limited to Sponsorships, Donors, and Underwriters.**

ARTICLE VII – VACANCIES

Section 1. A vacancy occurring in any office, except the Presidency, shall be filled by the Board subject to approval within ninety (90) days of the vacancy.

Section 2. ANY Officer or Board Member who fails to perform the responsibilities of their position, as listed in Article VI, shall be removed from such position and replaced by the Board subject to approval as provided in Section 1.

ARTICLE VIII – NOMINATIONS

Section 1. A Nominating Committee of three (3) active voting members (no less than 1 year of participation) shall be elected annually at the regular election (May).

Section 2. At the February membership meeting, the Nominating Committee shall nominate at least one (1) qualified person to each Office and Board position to be filled.

- A.** All nominations shall have prior acceptance from the nominee.
- B.** All nominations shall be announced on the March Call Board.
- C.** Nominations shall include qualified persons for the next year's Nominating Committee
- D.** The March Call Board shall advise that additional nominations of qualified members should be submitted with a letter requesting to be placed on the ballot for the position of interest addressed to the Secretary to arrive no later than April 30th.

Section 3.

- A.** Candidates for officer, board member, and the nominating committee need not be limited to voting members
- B.** All questions of qualifications shall be resolved by the nominating committee.
- C.** Candidates for President, Vice President, Comptroller and the Chairperson of the Nominating Committee shall have served as an officer or board member and be at least twenty-five (25) years of age upon election.
 - a.** All other candidates for board positions must be at least 21 years of age.
- D.** The Board has the option of adding additional At-Large positions as needed.

ARTICLE IX – ELECTIONS

Section 1. The annual election shall be held at the May General Membership meeting and those elected shall take office in June of the same year.

Section 2. Voting shall be by secret ballot. Ballots shall be prepared by the Secretary and distributed to eligible voters.

- A.** Eligible voters are determined by receipt of annual dues.
- B.** The nominees receiving a majority in each position shall be declared elected.
- C.** When an office has only one nominee the President shall declare that nominee elected.
- D.** Write-in votes shall NOT be counted.

Section 3. Eligible absentee votes must be received by the Secretary in a sealed envelope no later than April 30th as follows:

- A.** obtain a ballot from the website or PLT office.
- B.** place completed ballot in sealed unmarked envelope.
- C.** place the sealed unmarked envelope in mailing envelope with voting member's name and return address
- D.** Mailing envelope must be addressed to PLT Secretary ONLY (Ballot Enclosed).
- E.** Ballots may be mailed or personally delivered as specified above. Any ballots received that fail to comply with the above instructions will NOT BE COUNTED.

ARTICLE X – MEETINGS

Section 1. The Board shall meet monthly at a time established by the President and with at least fifteen (15) days' notice.

Section 2. Special Membership meetings may be called by the President upon receipt of a written request by any member.

- A.** This request must be signed by ten (10) voting members or five (5) members of the Board.

B. Requests for special meetings shall include the subject(s) of the meeting with no other business to be conducted.

C. The Secretary shall notify all members in writing of the date and subject of the meeting at least fifteen (15) days in advance of the meeting.

Section 3. Special Board meetings may be called by the President upon receipt of a written request by any Board member.

A. This request must be signed by at least three (3) Board Members.

B. Requests for special meetings shall include the subject(s) of the meeting with no other business to be conducted.

C. The Secretary shall notify all Board members of the date and subject(s) of the meeting at least five (5) days in advance of the meeting.

Section 4. Additional membership meetings, either business or social, shall be held in February, May, August and November; the time and nature of these meetings shall be announced in the monthly Call Board.

ARTICLE XI – QUORUMS

Section 1. At membership meetings, a quorum shall consist of fifteen (15) voting members.

Section 2. At Board meetings, a quorum shall consist of a majority of the occupied board positions (a minimum of 5).

ARTICLE XII – PUBLICATION

Section 1. The official publication is to be published and distributed monthly shall be known as the “Call Board.”

Section 2. The Call Board Editor shall be the Membership Manager.

ARTICLE XIII – STANDING COMMITTEES

Section 1. The Standing Committees shall be:

The Marketing and Publicity

The Finance Committee

The Fundraising Committee

The Development Committee

The Membership Committee

The Social Committee

The Education Committee

The Long Range Planning Committee

The Play Selection Committee(s)

Section 2. The functions of the Standing Committees shall be established by the Board.

Section 3. Each Committee Chairperson shall appoint members to the committee as needed.

ARTICLE XIV – FISCAL YEAR

The fiscal year shall be from June 1 to May 31.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order Newly Revised shall govern this Corporation in which they are applicable and to which they are consistent with these bylaws and any special rules the Corporation may adopt.

ARTICLE XVI – AMENDMENTS

These Bylaws can be amended at any regular or special meeting of the membership by a two-thirds vote, provided that the amendment has been published in the Call Board at least one month prior to the meeting at which the amendment will be voted upon.

ARTICLE XVII – DISPOSITION OF ASSETS

In the event of the dissolution of PLT, the assets belonging to the organization shall be distributed to another non-profit organization, qualified under IRC Sec. 501(c)(3) and chartered by the State of Texas as a non-profit corporation. Such organization shall be designated by the Board of Directors officiating at the time of dissolution.

-----**END OF BYLAWS**-----

These bylaws were adopted by the membership on April 16, 1986, and amended on February 25, 1992, November 4, 1992, August 24, 1994, February 25, 1998, November 15, 2000, November 19, 2003, March 21, 2013, January 1, 2018, and February 28, 2020.