

North Country Community Theatre, Inc.
By-Laws

(Approved by the membership 6/17/96)
Amended 22 July 2009, 21 July 2010,
20 July 2011, 16 July 2014, 20 April 2015

ARTICLE I – NAME AND STRUCTURE

The name of the corporation shall be North Country Community Theatre Inc. The corporation is organized as a non-profit corporation in the State of New Hampshire pursuant to Ch. 292 NH RSA.

ARTICLE II – OBJECTIVES

The objectives for which this corporation is established are the promotion of education and the arts by the offering of an opportunity for members of the community to participate in quality theatrical productions and all other activities exclusively calculated to further this objective.

This corporation, its officers and general members, shall have all rights and powers of other similar corporations, their officers and general members, except that:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its general members, Board members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities prohibited for : (a) a corporation exempt from federal income taxation under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific

purposes as shall be the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any futures United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – MEMBERSHIP

- A. The members shall consist of those persons or entities who:
 - 1. Subscribe to the statement of objectives in Article II, and;
 - 2. Any person or entity that donates to NCCT at a level set by the Board.
- B. A person must be at least 14 years of age to vote.
- C. Levels of memberships will be established by the Board and listed in By-laws Appendix 1
- D. The current levels of membership and benefits of that level will be voted on by the Board and recorded in By-laws Appendix 1.

ARTICLE IV – OFFICERS AND BOARD MEMBERS

There shall be a Board of Directors (hereinafter referred to as the Board) consisting of up to eleven Board members. Up to ten, but no less than 8, shall be elected from the current membership to serve staggered two year terms. The Teen Governance Group shall appoint two of its members to serve together on the Board. These two members shall have one Board vote.

All Board members, with the exception of officers, are required to be on at least two committees: one Standing Committee and one Ad Hoc Committee, or two Standing Committees. Officers will only be required to be on one Standing Committee.

The officers of the corporation shall consist of President, Vice President, Secretary, and Treasurer and shall be selected by the Board from the ten non-teen members to serve one-year appointments.

ARTICLE V – STANDING COMMITTEES

A. Standing Committee: The following standing committees are established to complete the objectives of the corporation. The responsibilities of the Standing Committees are set out in the NCCT Protocol Manual.

1. Finance Committee
2. Summer Show Management
3. Teen Advisors
4. Building Operations Committee
5. Development
6. Marketing and Publicity Committee

The President shall appoint a Board member to chair each committee for approval by the Board. The Chair of each committee shall, in turn, appoint other Board or general members of the corporation to serve on the committee with the approval of the Board.

B. Ad Hoc Committees: The Board may establish such committees as is necessary to further the objectives of the corporation which are not met by the Standing Committees. The President shall appoint a member of the corporation to chair each ad hoc committee, with the concurrence of the Board. The Chair of each committee shall, in turn, appoint members of the corporation to serve on the committee with the concurrence of the Board.

Article VI – TEEN PROGRAM

A. The Teen Governance Group will consist of 12 members who shall be elected by the teen membership at a meeting of the teen membership. The Teen Governance Group shall elect 2 co-presidents from these 12 members. These co-presidents shall serve together on the Board as Board members and shall share a single vote. The Teen Governance Group shall be responsible for carrying out the objectives of the corporation with regard to productions executed by the teen membership with the oversight of their Teen Advisors and the Board. The Teen Governance Group will issue a report to the Board at each regular meeting of the Board and more frequently if deemed necessary by the Board.

B. The Teen Governance Group shall elect 5 adult Teen Advisors with the approval of the adult board. At least one of the Teen Advisors shall be chosen from among the members of the Board. The remaining Teen Advisors shall be chosen from the NCCT membership and may also be members of the Board. The vote to hire the Teen Advisors shall take place before the May meeting of the Teen Governance Group. The term of office shall start in May and last 13 months (from the May meeting to the following May meeting) to allow for a one month overlap of outgoing and incoming Teen Advisors. The Teen Advisors shall work in close consultation with the Teen Governance Group and the membership. Should all of the applicants for teen advisor be current teen

advisors, the Teen Governance Group shall ask one or more non-teen-advisor Board members to oversee interviews.

C. The Teen Governance Group shall work with the Teen Advisors to select the teen production, production staff, and production dates with the approval of the Board. The Teen Show Production Manager shall negotiate with the Lebanon Opera House or other venues and suppliers on behalf of the teen production.

D. In the event of an irresolvable disagreement of the Teen Governance Group and Advisors with the Board, the issue will be brought before the membership at a special members' meeting. After discussion, the issue will be voted on by the membership.

ARTICLE VII – DUTIES AND RESPONSIBILITIES

A. Board of Directors: The Board shall be generally responsible for establishing and carrying out the objectives of the corporation. It shall have charge of the business of the corporation and of regulating the affairs thereof, and may assign responsibilities and duties to officers and committee chairs as it may deem necessary.

B. Officers: At the first meeting of the Board following the Annual Meeting of the membership, the elected Board members will select from among their ranks Board Members to serve in the following positions as officers of the corporation to carry out the prescribed duties.

President: The President shall preside over all meetings of the corporation and of the Board, set the agenda, notify all general members and Board members of all duly called meetings, and shall be Chair of the Board. The President may assign responsibilities and duties to other Board members and committee chairs as necessary and shall set the agendas of the meetings. The President shall be the official representative of the corporation to all outside organizations.

Vice President: The Vice President, in the absence of the President, shall preside over all meetings of the corporation and of the Board. The Vice President shall oversee all Standing and Ad Hoc Committees, shall report on their activities to the Board, and shall be an ex-officio member of all committees.

Secretary: The Secretary shall have possession of the By-Laws and record books of the corporation and shall maintain a record of each meeting of the corporation and of the Board.

Treasurer: The Treasurer shall have control of the financial records of the corporation and shall keep an accurate record of its receipts and disbursements. He/she shall receive all income to the corporation and provide for its safe

keeping and deposit. He/she shall disburse all monies necessary for the operations of the corporation. He/she shall submit reports of the financial status of the corporation as required by law, the By-Laws and the Board. The Treasurer shall chair the Finance Committee.

C. **Paid Participants:** In the event that a Board member should become a paid participant in any play or production, he/she shall not be able to vote on any matter regarding that play or production.

D. **Succession of Duties:** Should the President be unable to perform his/her duties for any reason (including leaves of absence), the Vice President shall fulfill the responsibilities of the Presidency until the President is able to resume his/her duties, the next annual election, or the end of the leave of absence, whichever comes first.

Should any other officer be unable to perform his/her duties for any reason (including leaves of absence), the Board shall appoint a current member-at-large to fulfill the responsibilities of the position until the Officer is able to resume his/her duties, the next annual election, or the end of the leave of absence, whichever comes first.

Should any Board member vacate her/his position permanently and prior to the end of her/his established term, the Board, by majority vote, may appoint a current member of the corporation to serve in place of the vacating Board member. This Board member will serve out the term of the person he/she replaced.

No Board Member shall hold more than one officer position at any time.

ARTICLE VIII – FINANCIAL MATTERS

A. **Fiscal Year:** The corporation's fiscal year shall run concurrently with the calendar year (January 1 – December 31).

B. **Membership Year:** A donation at the minimum level determined by the Board (Appendix 1) shall entitle the donor to membership for a full year from the date the donation was received.

C. **Budgets:**

Operating Budget: The Treasurer shall prepare a proposed annual operating budget to be presented for approval by the Board at the December meeting of the Board. The operating budget shall include all income and expenses not directly connected to a specific program or other production.

Production Budgets:

1. The Summer Show Management Committee shall develop a specific budget for each summer production for review and approval by the Board. The Board must give approval if the projected expenses increase the total budget by over \$500.
2. The Teen Governance Group shall develop a specific budget for the Teen Production and present it for review and approval by the Board. The Board must give approval if the projected expenses increase the total budget by over \$500.

D. Expenditures: All Expenditures shall be drawn on the account(s) maintained by the corporation in a bank (s) to be selected by the Treasurer and approved by the Board. All checks must bear the signature of either the Treasurer or the President. Any payment over \$1000 made by anyone other than the owner of the card from any account controlled by NCCT, by debit card, ATM or other electronic transfer, requires a specific approval and authorization from the Board prior to such payment being made.

E. Audit: The Treasurer, with the approval of the Board, shall hire an accountant to perform an annual audit on the corporation's accounts as necessary.

F. Annual Report: The Treasurer shall prepare a complete financial report covering the previous year's fiscal activities to be approval by the Board prior to the annual meeting of the corporation.

ARTICLE IX – MEETINGS OF THE MEMBERSHIP

A. Quorum for Meetings of the Membership: A quorum at a meeting of the membership shall consist of fifteen members of the corporation. No business shall be transacted without a quorum.

B. Annual Meeting of the Membership: An annual meeting of the membership shall occur after the close of the summer production. The meeting shall take place no later than the September Board meeting. Notice of the meeting shall be sent to all members at least twenty-one (21) calendar days in advance of the meeting. The election of new Board members shall take place at such meeting.

C. Special meetings of the Membership: Additional meetings of the membership may be called at any time by a majority of the Board. A petition submitted to the Board by fifteen (15) members of the corporation requesting a special meeting of the membership shall also be honored. Members of the corporation shall be notified of such meetings at least fourteen (14) calendar days in advance of such meeting by the Secretary.

D. Voting

1. Votes by membership type (for membership types listed in Appendix 1)
 - a. Individual members of age 14 or greater, and organizations, shall have one vote.
 - b. Members may have two (and no more than two) votes if:
 - i. the membership name indicates more than one individual, e.g., a couple, or a family, and
 - ii. at least two different individuals of age 14 or greater from the membership are present, in which case two different individuals of age 14 or greater from the membership shall each have one vote. If only one individual from the membership is present, the member shall only have one vote.
2. No proxy or delegated votes will be valid.
3. Voting at membership meetings may be done by show of hands or written ballot, and must be done by written ballot if any member present at the meeting requests a vote by written ballot.

E. Elections: Election of Board Members shall take place immediately following the closing of nominations at the annual meeting. A majority vote of the quorum present shall be necessary to elect a Board Member. Elected Board Members shall assume their responsibilities at the next Board meeting.

F. Parliamentary Authority - All meetings of the corporation and of the Board shall be conducted in accordance with the latest version of Robert's Rules of Order.

ARTICLE X – MEETINGS OF THE BOARD

A. Quorum for Meetings of the Board: A quorum for a meeting of the Board shall consist of a majority of the Board members serving at the time of the meeting. No business shall be transacted without a quorum.

B. Board Meetings: Meetings of the Board shall be held at least once each month. Additional meetings may be held as required and may be called by an Officer. The beginning of each meeting shall be reserved for general members to present their views to the Board. After the conclusion of the open meeting, general members may observe the meeting unless an executive session is called, but may not participate unless invited by the Board. Non-Board members can participate in discussions after the open meeting if they get permission from the President 48 hours in advance. If an executive session is called non-Board members must leave, unless they are invited to stay by the Board.

ARTICLE XI – REMOVAL OF OFFICERS

A. Failure to Attend: Any Board member missing three (3) meetings during a Board year, defined as the period between annual meetings, shall thereby relinquish his/her seat on the Board unless mitigating circumstances are present and accepted by a majority of the Board as a reason sufficient for absences.

B. Removal by the Membership: A Board member may be removed from the Board at a meeting of the membership which is called following the guidelines set out in Article IX provided that the notice of the meeting includes reference to the vote to be taken and that two-thirds of the quorum present vote for removal.

ARTICLE XII – AMENDMENTS

These By-Laws may be amended or repealed at a meeting of the membership which is called following the guidelines set out in Article IX provided that the notice of the meeting includes reference to the proposed amendments or repeal and that two-thirds of the quorum present approve the amendments or repeal.

Appendix 1: Membership Levels (Approved by Board April 13, 2015)

- Individual \$25+
- Friend \$50+
- Patron \$100+
- Sponsor \$250+
- Benefactor \$500+
- Sustainer \$1000+
- Underwriter \$2500+

Minimum donation level to be considered an NCCT Member: \$25