

**BEAVER DAM AREA COMMUNITY THEATRE, INC.**

**BYLAWS**

Member Approved 2/01/2019

**ARTICLE I**

**SECTION 1 – PURPOSE**

This organization is incorporated as a non-profit corporation under the laws of the State of Wisconsin and shall be known as the Beaver Dam Area Community Theatre, hereafter referred to as BDACT. The purpose of BDACT shall be:

- A. Provide educational and personal enrichment opportunities in the performing arts.
- B. Provide low cost performing arts to the local community while maintaining financial stability.
- C. Provide community volunteer opportunities.
- D. Operate and maintain a facility for the performing arts.
- E. Operate as a Non-Profit Corporation under Wisconsin Statutes.

**SECTION 2 – OFFICES**

The principal office of the corporation in the State of Wisconsin shall be located in the City of Beaver Dam, County of Dodge. The corporation may have such other offices, within the State of Wisconsin, as the Board of Directors may designate.

The registered office of the corporation required by Wisconsin law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

**SECTION 3 – MEMBERS**

Participatory or Patron membership is a prerequisite to the privilege of taking part in the production of any play or performance.

1. Participatory - The cost of participatory membership shall be set by the Board of Directors. Participatory Membership shall be limited to those who are active in BDACT. Participatory membership in BDACT shall run from the time dues are paid, if any, through the date of the next annual meeting.
2. Patron- Patron membership shall run from the date payment is received for a period of one year. Patron dues and benefits shall be set by the Board of Directors.

**SECTION 4 – ANNUAL MEMBERSHIP MEETING**

The annual meeting of the members of the corporation shall be held at the registered office of the corporation, or at such other meeting place as shall be designated and noticed by the Board of Directors, on the first Saturday in February, in each year, at 7:00 P.M. on said day, or such other time and date as shall be designated and noticed by the Board of Directors.

## **SECTION 5 – SPECIAL MEETINGS**

Special meetings of the members, for any purpose or purposes, may be called by the President, the Board of Directors or at the written request of not less than 20% of all the members of the corporation entitled to vote at such meeting and shall be called by the President.

## **SECTION 6 – PLACE OF MEETING**

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of the majority of the members represented thereat.

## **SECTION 7 – NOTICE OF MEETING**

Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 90 days before the date of meeting, either personally, by mail or by email, by or at the direction of the President, the Secretary, or other officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. In addition to such notice, notice will be given by publishing said notice not less than 10 nor more than 90 days before the date of meeting on the BDACT Social Media page and official website.

## **SECTION 8 – CLOSING OF MEMBERSHIP ROSTER OR FIXING OF RECORD DATA**

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the corporation may provide that the membership shall be closed for at least ten days, immediately preceding such meeting. If the membership roster is not closed and no record date is fixed for the determination of the members entitled to notice of or to vote at a meeting of members, the close of business on the date on which notice of the meeting is mailed shall be the record date for such determination of membership. When a determination of membership entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof. Any new member attending an annual meeting shall also be entitled to vote conditioned upon his/her immediate payment of the established dues to the Treasurer or his/her designate.

## **SECTION 9 – VOTING LISTS**

The office or agent having charge of the membership roster of the corporation shall make, at least ten days before each meeting of members, a complete list of members entitled to vote at such meeting. Such list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership roster shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members. Failure to

comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

### **SECTION 10 – QUORUM**

A quorum at a meeting of the membership, annual or special, will consist of any and all members represented at such meeting in person or by proxy. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present, will be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is specifically required for any particular matter, either in the Articles of Incorporation or elsewhere in these Bylaws.

### **SECTION 11– PROXIES & ABSENTEE BALLOTS**

Proxy voting and absentee ballots are not allowed at a membership meeting.

### **SECTION 12– VOTING OF MEMBERS**

Each member 16 years of age and older entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Only members of the corporation who have tendered their yearly dues as of the closing of membership roster pursuant to Section 8 above or who have tendered their yearly dues at the annual meeting shall be entitled to vote.

### **SECTION 13- Impartiality.**

BDACT shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501 (C) (3) of the Internal Revenue Code as from time to time may be amended.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **SECTION 1 – GENERAL POWERS**

The governance of BDACT, direction of work and control of its property shall be managed by its Board of Directors. The Board shall exercise any and all powers of a Wisconsin Non-Profit Corporation, which are not in conflict with other provisions of these bylaws. The Board of Directors shall at its discretion hire a Managing Director or other paid position, with authorities set by the Board of Directors, to conduct the business of the Corporation under the direction of the BDACT President.

#### **SECTION 2 – NUMBER, TENURE AND QUALIFICATIONS**

The number of directors of the Corporation shall be thirteen. One of the 13 directors shall be the Tell-A-Tale coordinator. It shall be the goal of the organization to have represented on the board a broad spectrum of the community. Each board member shall hold office for a term of three (3) years. Open Nominations shall be considered by the Nomination Committee if received from a member in good standing at least 120 days but not more than 180 days prior to the Annual Meeting. The Nominating Committee shall present a slate of Directors to the President prior to the annual meeting of members. Candidates for director must be at least 18 years old. Any vacancies shall be filled by vote,

from the slate as presented or open nominations as outlined in addendum #1, of the members of the Corporation at the annual meeting. Each Director shall be required to be a member of BDACT, either Patron or Participatory, in good standing. No Director shall serve for more than two (2) consecutive terms and shall be eligible for reelection following a minimum one-year hiatus, excepting the Tell-A-Tale Coordinator shall serve as a Board member without limit.

**SECTION 3 – REGULAR MEETINGS**

The Board of Directors shall provide, by resolution, the time and place for the holding of regular meetings. The date, time and place of all board meetings shall be posted on the BDACT website a minimum of 48 hours before such meeting and shall be open to all. Such meetings shall be in frequency that which is necessary to conduct business but shall not be less than six (6) in a fiscal year.

**SECTION 4 – SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any five directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. The date, time and place of all board meetings shall be posted on the BDACT website a minimum of 48 hours before such meeting and shall be open to all.

**SECTION 5 – BOARD SPECIAL MEETING NOTICE**

Notice of any special meeting shall be given at least 48 hours previously thereto by written notice delivered personally, mailed or emailed to each director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these Bylaws or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**SECTION 6 - QUORUM**

A majority of the number of directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting, a majority of the director’s present may adjourn the meeting from time to time without further notice.

**SECTION 7- PROXIES & ABSENTEE BALLOTS**

Proxy voting and absentee ballots are not allowed at a Board meeting.

**SECTION 8- ATTENDANCE**

Directors are expected to attend all meetings of the board. A member of the board who has four absences during any calendar year shall automatically be dropped from membership of the Board,

unless the Board determines otherwise per policies and procedures set by the Board. The secretary shall keep attendance of all board meetings and record such in the minutes of each meeting. The board is expected to attend BDACT performances and functions.

## **SECTION 9 - REMOVAL**

Any director may be removed from office by the affirmative vote of two-thirds of the members entitled to vote for the election of such director taken at a special meeting of members called for that purpose.

## **SECTION 10 - VACANCIES**

In the event of a vacancy on the Board, the Board of Directors shall fill such position by majority vote at a regular board meeting. Any person filling such a vacated or unexpired term shall serve to the end of the original term of his/her predecessor. The Board of Directors may fill any vacancy created by an increase in the authorized number of directors until the next succeeding election, by the affirmative vote of a majority of the directors then in office, although less than a quorum. Any meeting or portion of a meeting dedicated to the filling of a board vacancy shall be held in closed session.

## **SECTION 11 - POLICY AND PROCEDURES**

The Board shall be responsible for developing, implementing and maintaining a Policies and Procedures Manual which shall contain the policies and procedures of BDACT.

## **SECTION 12- COMPENSATION**

Each member of the Board of Directors shall serve without compensation.

## **SECTION 13 - PRESUMPTION OF ASSENT**

A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented, to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **SECTION 14 – ELECTRONIC COMMUNICATION**

Electronic communication and Board Voting may be permitted as set in BDACT Policy and Procedures.

## **SECTION 15 – INDEMNIFICATION**

BDACT may, by resolution of the Board, provide for indemnification by BDACT of any of its current or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of BDACT, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability or negligence or misconduct.

**ARTICLE III**  
**OFFICERS**

**SECTION 1 – NUMBER AND QUALIFICATION**

The principal officers of the corporation shall be a President, a Vice president, a Secretary, a Treasurer and an employed Managing Director. Each of whom shall be elected by the Board of Directors; excepting the Managing Director who shall be hired by the Board of Directors under terms set by the board. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Directors. Such officers, excepting the managing director, shall be members of the Board of Directors in good standing.

**SECTION 2- ELECTION AND TERM OF OFFICE**

The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The term of an office shall be one year. Such officers are eligible for reelection for consecutive terms through the length of their board term(s). Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

**SECTION 3- REMOVAL**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors by the affirmative vote of two-thirds whenever in its judgment the best interests of the corporation will be served thereby.

**SECTION 4- VACANCIES**

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5- PRESIDENT**

The President shall be the Chief Executive Officer of the corporation and shall be subject to the control of the Board of Directors. The President shall work in conjunction with the BDACT managing director, if any, to supervise and control all the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the membership and of the Board of Directors. He/She may sign certificates of membership, any deeds, mortgages, bonds, contracts, or other instruments as authorized by the Board of Directors; Such authorization may be granted by the board either specifically or in general under Article V of these by-laws. Except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6- MANAGING DIRECTOR**

The Managing Director shall be chief operating officer of BDACT, responsible for all management functions including planning, organizing, supervising and administering the operation of BDACT according to the policies and procedures approved by the Board. The Managing Director's administration of the theatre is under the hire, direction and review of the Board. The Managing Director may sign certificates of membership, deeds, mortgages, bonds, contracts, or other instruments as authorized by the Board of Directors; Such authorization may be granted by the board either specifically or in general under Article V of these by-laws The Managing Director shall render and submit to the Board reports and recommendations of policies and procedures, which, in the opinion of the Director, will improve quality of theatre services. The Director shall attend all Board meetings as a non-voting participant. The Managing Director may serve on standing or ad-hoc committees, but only in an ex-officio capacity unless voting membership is specifically authorized.

#### **SECTION 7- VICE PRESIDENT**

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### **SECTION 8- TREASURER**

The Treasurer shall be responsible for the investing and safeguarding of all funds received by BDACT and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board and may only be withdrawn by persons designated by the Board. He/She may sign certificates of membership, any deeds, mortgages, bonds, contracts, or other instruments as authorized by the Board of Directors; Such authorization may be granted by the board either specifically or in general under Article V of these by-laws. Except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The Treasurer shall cause a monthly financial report to be made to the Board.

#### **SECTION 9- THE SECRETARY**

The Secretary shall: (a) keep the minutes of the membership and of the Board of Directors' meetings in one or more books and electronic files provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President certificates of membership in the corporation; (f) have general charge of the membership roster of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

#### **SECTION 10- SALARIES**

Each officer shall serve without compensation excepting the Managing Director whose compensation and terms of employment shall be set by the board.

### **ARTICLE IV**

## **COMMITTEES**

### **SECTION 1**

There shall be five standing committees: The Nominating, Production, Finance, Executive and Tell-A-Tale Council. The President shall be an ex-officio member of all committees but shall not serve as Chairperson of any one standing committee, excepting the Executive Committee. The Board of Directors shall set Policies and Procedures for all standing committees within the confines of these bylaws and be attached to these bylaws as addendum #1 thru #5.

### **SECTION 2**

The Board of Directors may establish special committees as deemed necessary. The committee chairperson shall be appointed by the President. Members of the special committees shall be appointed by the committee chair and approved by the Board. The President shall be an ex-officio member of all committees but shall not serve as Chairperson of any one committee unless unanimously affirmatively voted on as chairperson by the Board of Directors entitled to vote at any Board Meeting. The Board of Directors shall set Policies and Procedures for all special committees.

### **SECTION 3**

A standing or special committee shall meet at the call of the chairperson of the committee.

### **SECTION 4**

At least one board member shall be appointed to serve on every standing committee.

### **SECTION 5**

Non-board members may be appointed to standing and/or special committees.

### **SECTION 6**

The work of the standing committees shall be reported to the Board of Directors and the recommendations of such committees shall be voted on by the Board as a whole. No committee has authority to enter any contract on behalf of BDACT unless authorized by the Board. Such authorization may be general or may be confined to specific instances.

## **ARTICLE V**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

#### **SECTION 1- CONTRACTS**

The Board of Directors shall authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Such authorization shall be voted upon and adopted by the board at the first meeting following the annual meeting of members but shall not be limited to change and amendments at future meetings.



**SECTION 2- LOANS**

No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to a specific instance. Such authorization shall be voted upon and adopted by the board at the first meeting following the annual meeting of members but shall not be limited to change and amendments at future meetings.

**SECTION 3- CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of resolution of the Board of Directors. Such authority shall be voted upon and adopted by the board at the first meeting following the annual meeting of members but shall not be limited to change and amendments at future meetings.

**SECTION 4- DEPOSITS**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors. Such authority shall be voted upon and adopted by the board at the first meeting following the annual meeting of members but shall not be limited to change and amendments at future meetings.

**ARTICLE VI**

**EVIDENCE OF MEMBERSHIP**

**SECTION 1 - CERTIFICATES OF MEMBERSHIP**

The Board shall determine what proof if any should be issued to its members which would evidence his or her membership.

**SECTION 2- TRANSFER OF MEMBERSHIP**

Memberships in the corporation shall not be transferable.

**SECTION 3- MEMBERSHIP REGULATIONS**

The Board of Directors shall have the power and authority to make all rules and regulations not inconsistent with the statutes of the State of Wisconsin as they may deem expedient concerning the issue, transfer and registration of certificates representing membership in the corporation and the membership fee to be charged for each class of membership. Membership fees shall, however, be uniform within each class of membership and no membership shall be awarded by any person, firm or corporation without a fee having been paid therefore.

**ARTICLE VII**

**FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

**ARTICLE VIII**  
**AMENDMENTS**

**SECTION 1- MEMBERSHIP**

The members entitled to vote may from time to time, by vote of a majority of the membership, adopt, amend or repeal any and all of the Bylaws of this corporation. Any motion for Bylaw amendments or repeal shall be made by the President of BDACT which was approved by a minimum 2/3 majority vote of all Board Members entitled to vote OR by a petition by the Members of the corporation signed by a minimum of 2/3 of the members of record.

**SECTION 2 - DISSOLUTION**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE IX**  
**ROBERTS RULES**

Roberts "Rules of Order" shall be parliamentary authority for all matters of procedure not specifically covered by these bylaws.