

**BY-LAWS of the  
ST. CLAIR THEATRE GUILD**

*Last amended October 14, 2012*

The purpose of the St. Clair Theatre Guild is to bring together those persons interested in the performing arts and willing to work together in support of these arts.

**1. Membership**

- a. **Eligibility** – Any person interested in the purpose of this corporation becomes a member upon receipt of payment of annual membership fees for that fiscal year. Any person participating as a cast or crewmember on a SCTG production must be a dues paying member.
- b. **Membership Fees** – The schedule of membership fees shall be recommended by Board of Directors and approved by the general membership at the Annual Meeting.
- c. **Annual Meeting** – The annual meeting for the election of directors and transaction of other business shall be held in the city of St. Clair or its environs at 4:00 PM on the third Sunday in September of each year. Notice to all members to be sent between 60 and 10 days prior to date of meeting.
- d. **Special Meetings** – Special meetings for any purpose(s) may be called by the Board of Directors or the President, or at the request of 10% of the general membership in writing. Such meetings shall be held within the city of St. Clair or its environs.
- e. **Notice** – Written notice of each meeting stating the time, place and purpose thereof shall be sent by first-class mail and addressed to each member at the last known post office address as it appears in the records.
- f. **Quorum** – At all annual and special meetings, the presence of 15% of the members shall be necessary and sufficient to constitute a quorum for the transaction of business. In the event of a lack of a quorum, the President may call the meeting to order for discussion purpose until a quorum is obtained.
- g. **Voting** – Each member at any annual or special meeting shall be entitled to one vote.

**2. Board of Directors**

- a. **Power, Number and Eligibility** – There shall be no more than sixteen and no fewer than eight members of the Board of Directors, which include the officers of the Guild. The exact number of directors shall be determined by the membership at the Annual Meeting. Directors must have been an active member for the Guild for one year or more.
- b. **Term of Office** – No more than eight members may be elected at the annual meeting for terms of two years.
- c. **Resignation** – A board member may resign at any time by giving notice to the President or to the Secretary. If a board member misses three meetings of the board without good reason, as shall be defined by the board, the board, by a majority vote of a quorum present, may declare the directorship vacant, notify the absentee, and proceed to fill the vacancy as provided in these by-laws.
- d. **Vacancies** – In the event of vacancies, the remaining members of the Board of Directors may fill the expired term. If three or more vacancies occur within a 30-day period, a special meeting of the general membership shall be called within 30 days to determine whether to fill one or more of the vacancies. The Board of Directors may not fill more than two vacancies within one fiscal year without calling a special meeting.

- e. **Regular Meetings** – A minimum of ten monthly meetings of the Board of Directors, the time and place of which may be established by resolution of a board, shall be held in a fiscal year.
- f. **Special Meetings and Notice** – Special meetings of the Board of Directors may be called by the President, or any five members of the board at their request. Such call or request shall designate time, place and purpose. Notice shall be mailed, telephoned or communicated via electronic means to each member of the board at least two days before the meeting.
- g. **Quorum** – A majority of the total number of board members shall constitute a quorum. In the event of a lack of a quorum, the meeting may be postponed until a quorum can be obtained.
- h. **Organization** – The President, Vice-President, or Treasurer, or in their absence a member of the board selected by the members present, shall preside at meetings of the board. The Secretary shall act as secretary of the meeting, but in his/her absence, the presiding officer may appoint a secretary.
- i. These By-Laws shall be read at the first meeting of the new Board of Directors each year.

### 3. Officers of the Board of Directors

- a. **Designation** – The officers of the corporation shall be President, Vice-President, Secretary, and a Treasurer.
- b. **President** – The President shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the Board of Directors and General Membership meetings, and shall appoint all temporary committees.
- c. **Vice-President** – The Vice-President shall assume all of the duties of the President in his/her absence and shall act as parliamentarian. The Vice-President shall monitor the adherence to the by-laws and oversee the voting procedure at general membership meetings.
- d. **Treasurer** – The Treasurer shall receive all monies to corporation, make such expenditures as deemed necessary and appropriate by the Board, submit a monthly-itemized statement of revenues and disbursements, and present an annual report to the general membership. The Treasurer shall be bonded to an amount set by the board.
- e. **Secretary** – The Secretary shall keep minutes of all meetings, conduct correspondence for the corporation at the direction of the board, and shall submit the minutes of the previous meeting to board members before the next meeting.

### 4. Committees

- a. The President may establish any number of standing or temporary committees and appoint their chairpersons, who in turn may appoint members to the committees. Membership on committees is open to members of the organization. Unless otherwise specified, a minimum of one and a maximum of seven voting members shall be permissible on each committee. Other interested members may attend and advise, but only the designated voting members may conduct business on behalf of the committee.
- b. **Procedures**
  - i. Each committee shall contain not more than seven persons.
  - ii. All recommendations that involve guild policies or expenditures from the general treasury will require board approval.
  - iii. Committee chairs will give a personal report to the Board, in person or written, at the annual meeting.

## 5. Election Procedures

- a. **Nominations** – The President prior to the annual meeting shall appoint a nominating committee, which shall prepare and present a complete slate of candidates. Prior to balloting for directors, the President shall call for nominations from the floor.
- b. **Election of Directors** – Election of directors shall take place at the annual meeting.
- c. **Nomination of Officers** – After election of directors anyone interested to be considered for an office shall submit their name to the nominating committee. If there are no volunteers the committee shall solicit members.
- d. **Election of Officers** – Newly elected board members shall hold a special meeting within one week following the annual meeting for the purpose of electing officers for the new board's term. Past officers will be present at this meeting to assist in the transition of duties to the new officers.
- e. **Mechanics** – The Vice-President shall conduct all elections.
- f. **Plurality of Votes** – Any nominee or candidate receiving a plurality of votes shall be elected. All ties shall be broken by a run off vote.

## 6. Miscellaneous

- a. **Fiscal year** – The fiscal year of the corporation shall begin September 1 and terminate on August 31 of the following year.
  - b. **Audit** – The Board of Directors shall empower a Certified Public Accountant to audit the accounts of the corporation at any reasonable time. The report of such accountant shall be presented to the Board of Directors.
  - c. **Dissolution** – In the event that this corporation should cease to exist, all properties real or monetary shall be donated to a non-profit corporation registered with the State of Michigan, or to the Michigan Treasury Department.
  - d. **Selection of Director and Producers** – The Board shall publicize the selection of its future production and take applications from interested persons by a date established by the Board.
7. **Amendment of By-Law Procedure** – These by-laws may be amended at a general membership meeting by a two-thirds vote of the active membership present, provided a written notice of such proposed amendment(s) shall have been sent to each active member at least ten days prior to the meeting.
8. **Parliamentary Authority** – “Robert’s Rules of Order, Revised” shall govern in all cases to which they are applicable and in which they are not inconsistent with the standing rules of this corporation.

*Amended (6-a.) - 1994*

*Amended - 2002*

*Amended (2-f., 4-a., 4-b., 5-e.) - October 14, 2012*