

BY LAWS  
NEBRASKA ASSOCIATION OF COMMUNITY THEATRES, INC.

**ARTICLE I - NAME**

Section 1: Name. The name of the organization shall be the Nebraska Association of Community Theatres, Inc. (hereinafter abbreviated as NACT)

Section 2: Registered Office. ~~Registered Office.~~ The registered office of the organization ~~in the state of Nebraska~~ shall be located at the NACT President's address or the NACT Treasurer's address.

~~The organization shall have such other offices as the Board of Directors may designate or as the business of the Organization shall require.~~

Section 3: Registered Agent. The organization shall have and continuously maintain a registered agent. This registered agent shall be the NACT President or the NACT Treasurer located at the registered office.

**ARTICLE II - PURPOSE**

The purpose of the organization shall be:

1. To foster the development and growth of community theatre throughout the state of Nebraska.
2. To promote public interest in such development and public appreciation of its importance.
3. To encourage and assist the development of new community theatre organizations throughout the state.
4. To improve the quality and standards of community theatre within the state.
5. To develop cooperation among existing community theatres within the state through the exchange and sharing of ideas, equipment, stage properties, costumes, talent and other appropriate capacities.

6. To encourage members and participants in its constituent theatres to attend productions by other such theatres.
7. To conduct activities of an educational or charitable nature for the benefit of the public and not for pecuniary profit.

### **ARTICLE III – MEMBERSHIP**

Section 1: Eligibility. Anyone who is interested in community theatre may be a member by purchasing a membership.

Section 2: Members. There shall be four (4) classes of membership designated as individual member, family members, theatre members, and associate members. The Board of Directors of the organization shall establish the cost for memberships prior to each Annual Membership Meeting. The term of membership shall be for two (2) years ~~beginning on January 1<sup>st</sup> and expiring on December 31<sup>st</sup> two years hence~~ from the date of payment.

Section 3: Individual Membership. Individual membership shall be open to any individual residing in the State of Nebraska who is interested in community theatre.

Section 4: Family Membership. Family membership shall include up to four (4) immediate family members residing in the same household in the State of Nebraska. This family membership will share one (1) vote on organization business.

Section 5: Theatre Membership. Theatre membership shall be open to any community theatre organization in the State of Nebraska.

Section 6: Associate Membership. Associate membership shall be open to any ~~individual or to any organization~~ business or organization that does not qualify for ~~either~~ the above noted memberships, and to any individual who does not reside in the State of Nebraska.

Section 7: Annual Membership Meeting. The Annual Meeting of the membership of the organization shall be held at such time and place in the state of Nebraska as the Board of Directors shall designate.

Section 8: Special Meetings. Special meetings of the membership of the organization, for any purpose unless otherwise prescribed by statute, may be called by the President of the Board of

Directors, or by a majority of the Board of Directors; and shall be called by the President at the request of at least a majority of the members of the organization.

Section 9: Notice of Meetings. Written notice shall be sent to each member giving notice of a meeting of the membership, at least ten (10) days and not more than fifty (50) days in advance of the meeting.

Section 10: Membership List: A list with the ~~addresses~~ contact information of each member shall be kept on file at the registered office of the organization.

Section 11: Quorum. ~~Twenty members of the organization or~~ A majority of the members present, either in person, or electronically, shall constitute a quorum for doing business at a any Membership Meeting. ~~If less than a quorum is present at a meeting, a majority of the membership so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, business may be transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.~~

Section 12: Voting Members. All paid Individual, Family and Theatre Memberships shall be voting members of the organization. Each Individual, Family or Theatre shall have one (1) vote. The governing body of each Theatre Member shall designate who will cast that Theatre's vote. Associate Memberships shall not receive voting privileges.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 1: General Powers. The business and affairs of the organization shall be managed by the Board of Directors.

Section 2: Number, Tenure and Qualifications. The Board of Directors of the organization shall be composed of the officers of the organization as hereinafter described, and five ~~members at large~~ (5) additional members-at-large of the organization. The term of each Director ~~is~~ shall be two (2) years. Five (5) Board Members shall be elected at the each Annual Membership Meeting. All Board Members shall be paid individual voting members of the organization, whose dues are current. The Board of Directors shall elect its own officers annually at the Board Meeting held immediately following the Annual Membership Meeting.

Section 2(a): Elections. Elections shall be conducted by ballots distributed via mail or electronically to all eligible voting members of the organization, no later than ~~sixty (60)~~ thirty (30) days prior to the Annual Membership Meeting. In order to be counted, ~~the Secretary must receive ballots~~ a vote must be received by the NACT Secretary no later than one (1) week prior to the Annual Membership Meeting. To be elected, a candidate must receive a plurality of the votes cast and ballots must have been received from at least ten percent (10%) of those members eligible to vote.

Section 3: Regular Board Meetings. The Board of Directors shall meet at such times and ~~places~~ locations as the President or majority of the Board shall designate, provided that said Board shall meet at least ~~four (4)~~ two (2) times a year, with not more than six (6) months elapsing between each meeting. All Board meetings may be attended by any member of the organization.

Section 4: Notice. Notice of a meeting of the Board of Directors shall be given to each Director at least fourteen (14) days ~~before~~ prior to each meeting, except that in an emergency, shorter notice shall be lawful, unless at least three (3) members of the Board object to such a meeting.

Section 5: Manner of Acting-Official Board Actions. The action of the majority of the Directors present at a ~~meeting~~ Board of Directors meeting at which a quorum is present shall be the action of the Board ~~of directors.~~

Section 6: Quorum. A majority of the Board of Directors shall constitute a quorum for doing business.

Section 7: Vacancies. ~~Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the Board of Directors.~~ The Board of Directors shall appoint a paid individual member of the organization to fill any vacancy occurring on the Board of Directors, subject to ratification by the membership of the organization at the next Annual Membership Meeting of the members.

Section 8: Appointment of Officers, Agents and Committees. The Board of Directors may appoint such additional officers, agents and committees, other than those specified in the organization By-Laws, as it deems necessary, and shall define all of the activities/duties of such additional officers, agents and committees.

Section 9: Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the organization shall be served thereby.

## ARTICLE V – OFFICERS

Section 1: Officers of the Organization. The officers of the organization shall consist of a President, Vice President, Secretary, and Treasurer ~~and Historian.~~

Section 2: President. The President shall be the principle executive officer of the organization and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the organization. The President shall, when present, preside at all meetings of the Membership and of the Board of Directors. The President ~~may~~ shall sign and execute, together with the Secretary or other proper officer of the organization therewith authorized by the Board of Directors, ~~any deeds, mortgages, bonds~~ all contracts or other instruments ~~where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by laws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed~~ required to be signed and executed; and in general 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. The President may ~~in the absence of the treasurer~~ sign checks in the absence of the Treasurer of the organization, when so directed by the Board of Directors.

Section 3: Vice President. ~~In the absence, death or inability to act as the President~~ In the President's absence, death or inability to as act as the President, the Vice President of the organization shall perform the duties of the President; and when so acting, shall have all the powers of and be subject to the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 4: Secretary. The Secretary of the organization shall be responsible for (a) ~~keeping the minutes of the Membership and the Board of Directors meetings in one or more books provided for the purpose~~ taking the minutes of the Membership and Board of Directors meetings and keeping a written/electronic copy of said minutes on file permanently, as required by law . (b) seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) being custodian of the corporate records; (d) keeping a register of the ~~mailing addresses~~ contact information of each member; (e) conducting all

correspondence as directed by the Board; and in general, perform all duties as from time to time may be assigned by the President or Board of Directors.

Section 5: Treasurer. The Treasurer of the organization shall be responsible for: (a) receiving all monies collected by the organization; (b) depositing same in the bank chosen by the Board of Directors; (c) keeping the financial records of the organization; (d) paying all bills as directed by the Board of Directors; (e) preparing such financial reports as may be required by law and as directed by the Board of Directors; and in general, perform such duties as may be assigned by the President or Board of Directors.

~~Section 6: The Historian shall keep the historical records of the Organization including Festival records, posters, programs and news articles and shall maintain such records so that they may be used for display purposes. The Historian shall keep on file all past years' minutes. The Historian shall also plan such displays directed by the Board of Directors and in general perform such duties as may be assigned by the President or Board of Directors.~~

~~Section 7~~ 6: Immediate Past President. The Immediate Past President shall serve as an appointed member of the Board of Directors and shall perform such duties as assigned by the President.

## **ARTICLE VI – COMMITTEES**

~~Section 1: Newsletter Committee: The Newsletter Committee of the Organization shall be chosen by the Board of Directors and shall be responsible for assisting the Board's Public Relations Representative in the production of the Newsletter at intervals set by the Board of Directors. The committee shall be headed by the Public Relations Representative appointed by the President as the Editor of the Newsletter.~~

~~Section 1(a):~~ Section 1: Public Relations Committee. The Public Relations Committee shall consist of members of the organization appointed by the Board of Directors, with the number of committee members to be determined by the Board. Said committee shall appoint a Chair to serve as the primary media contact for the organization. The committee members shall assist the committee Chair in production of the Newsletter, managing the Website, and any additional publicity/media activities as directed by the Board of Directors.

Section 2: Membership Chair: The Membership Chair of the organization shall be appointed by the President with the approval of the Board of Directors. The Membership Chair shall keep all membership records. Duties shall include receiving membership applications and dues; forwarding monies collected for dues to the Treasurer of the organization; recording member

contact information on the membership register and keeping said register current; sending membership renewal notices to members; preparing Membership Reports which shall include the current register of all members, for the Board of Directors meetings and Annual Membership Meetings; determining number of eligible voters for Board of Directors elections at the Annual Membership Meetings; and in general, performing other such duties as may be assigned by the President or Board of Directors.

~~Section 2-3: Festival Committee Chair: The Festival Committee shall be chosen by the Board of Directors and shall have the responsibility for planning the Annual Meeting of the Membership in both Festival and Convention years. The Vice President shall head this committee, This Committee shall be responsible for finding community theatre organizations willing to host the Annual Meeting making a recommendation to the Board of Directors on which organization should host the Annual Meeting and shall subject the approval of the Board and set forth guidelines concerning the responsibilities of the host organization.~~ The Festival Chair shall be appointed by the President with the approval of the Board of Directors. The Festival chair shall be responsible for planning of the Biennial Festival in accordance with the AACT Festival Rules and Guidelines, and may designate members of the organization to assist with the planning.

Section 4: Historian. The Historian shall be appointed by the President, with approval of the Board of Directors. The Historian shall keep the historical records, posters, programs and news articles; and shall maintain such records so that they may be used for display purposes. The Historian shall also plan such displays as directed by the Board of Directors, and in general shall perform such duties as may be assigned by the President or Board of Directors.

~~Section 3 5: Nominating Committee: The Nominating Committee shall be selected by the Board of Directors.~~ consist of two (2) members of the organization, whose dues are current, and shall be appointed by the President, with approval of the Board of Directors. The Nominating Committee shall prepare a slate of candidates for recommendation to the General Membership for election to the Board of Directors at the Annual Membership Meetings.

## **ARTICLE VII – CONTRACTS AND FUNDS**

Section 1: Contracts. The Board of Directors may enter into contracts or execute and deliver any instruments in the name of and on behalf of the organization.

Section 2: Funds. Monies collected by the organization shall be expended for such purposes as the Board of Directors may approve. 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,

except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3: Audits. ~~The Board of Directors shall provide for an independent audit of the financial records of the organization to be completed prior to the Annual Meeting.~~ The President, with approval of the Board of Directors, shall appoint two (2) members of the organization to conduct an audit on the financial records of the organization to be completed and presented to the General Membership at each Annual Membership Meeting.

Section 4: Fiscal Year. ~~Each fiscal year of the organization shall begin one day following the Annual Meeting.~~ The fiscal year of the organization shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

#### **ARTICLE VIII - WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of the organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Non-Profit Organization Act, a waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE IX – AMENDMENTS**

Section 1: Bylaw Amendments: These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting of the Board of Directors, provided that such alterations, amendments or new Bylaws shall not become effective until they have been approved by a majority vote of the members attending a meeting of the membership ~~at which a quorum is present.~~ Amendments may also be proposed by any member of the organization by submitting them in writing to the Secretary of the organization at least sixty (60) days prior to any meeting of the membership. Such amendments shall be approved by a majority vote as described above.

Section 2: Amendments to the Articles of Incorporation: Amendments to the Articles of Incorporation shall be proposed by the Board of Directors for ratification by a majority vote of the membership present at any Annual Membership Meeting, except that the Board of Directors may make such changes to the Articles of Incorporation as may be required by law.

Section 3: Review of the Bylaws: The Board of Directors shall review the Bylaws every two (2) years.



## **ARTICLE X – LEGISLATIVE OR POLITICAL ACTIVITIES**

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.

## **ARTICLE XI – OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these articles, the corporation shall not participate in any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 C (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 C (2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE XII – DISSOLUTION CLAUSE**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes 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, at 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 future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county 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.

Revised October, 1985

Revised March 9, 1991

Amended Article VI – Committees, Section 1; and added Section 1(a) – 2004

Amended Article IV – Board of Directors, Section 2 (added Section 2 (a) – February 14, 2015