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The LVAC Theatre Guild, Incorporated
Proposed BY-LAWS
July 1, 2007

ARTICLE I: NAME

The Name of this organization shall be The LVAC Theatre Guild, Incorporated (hereinafter TGV). When and if the Articles of Incorporation are amended to change the name to Theatre Guild Valdosta, Incorporated, or any other name, such change in name shall automatically be reflected in these By-Laws without prior notice.

ARTICLE II: FISCAL YEAR

The fiscal year shall be July 1 through June 30.

ARTICLE III: PURPOSE

The purpose of TGV is to promote and encourage the performing and dramatic arts in Valdosta and surrounding communities.

ARTICLE IV: BINDING SIGNATURES

All instruments executed and binding on TGV except for bank drafts and checks shall be attested by the signatures of at least two (2) of the officers, one (1) of whom must be the president. Bank drafts and checks shall require signatures as prescribed in Article XII, below.

ARTICLE V: PROCEDURES

1. Unless otherwise stated later in these By-Laws, quorums shall be as follows:
 - a. Membership meetings – twenty (20) individual members,
 - b. Meetings of the Board of Directors (hereinafter Board) – a majority of the Board, providing that at least (one) 1 officer and two (2) Directors who are not officers are present,
 - c. Executive Committee (hereinafter Exec Com) – three (3) members, and
 - d. Committees – a majority of the committee unless otherwise specified in the Board approved rules governing the operation of that committee.

2. All votes of the membership, Board, Exec Com, and committees, unless otherwise provided, shall be in person. No proxies will be allowed.
3. All votes shall be by majority of those present and voting unless otherwise specified in these By-Laws or in the rules governing the procedures of a committee.
4. *Robert's Rules of Order, Newly Revised*, shall govern all meetings of the membership, Board, Exec Com and committees.

ARTICLE VI: COMMUNICATIONS

The Secretary shall provide written communication to the membership when required by these By-Laws or vote of the board. The secretary shall send the required communication to the member's last known USPS address via regular mail or e-mail. Failure of any member to receive any communication duly sent shall not invalidate the purpose of that communication.

ARTICLE VII: MEMBERSHIP

1. Membership shall be open to every individual who desires to be a member, upon payment of dues. Members are encouraged to participate to the extent they are able.
2. There shall be varying types or classes of patron memberships with attendant fees and privileges. Classes of patron memberships may be modified from time to time by the Board in regular meeting.
3. Classes of membership, individual and patron, including fees and privileges, shall be published at www.theatreguildvaldosta.com and any successor web site (hereinafter web site), as well as in the "showcase" or other publicly available place at the 'Dosta Playhouse.
4. All membership fees, individual or patron, are on an annual basis and will not be prorated.
5. Membership is a requisite to the right to vote, be a member of the Board, be a member of any standing or ad hoc committee, and serve as Director for any production. Membership is not a prerequisite, but is encouraged, for involvement in other activities of TGV.
6. Expulsion of any member, or members including officers, of TGV may be affected by a two-thirds (2/3rds) majority vote of the Board attending a called meeting after, and only after, the concerned party or parties has/have been notified

in writing at least ten (10) days in advance of the impending motion for expulsion and given the opportunity to appear and speak on their behalf at said meeting.

7. The Board may grant annual or lifetime honorary membership(s) by a two-thirds (2/3rds) vote at any scheduled meeting. Privileges attendant on such honorary membership shall be stated in the grant of honorary membership.

ARTICLE VIII: BOARD OF DIRECTORS (Board)

1. The operation and management of TGV shall be vested exclusively in and controlled by a Board consisting of nine (9) directors duly elected by a majority of the membership present and voting in the regular May meeting. Directors shall be elected to specific offices as follows:
 - a. Officers –
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - b. Committee Chairs\
 - i. House Manager, House Committee Chair
 - ii. Play Selection Committee Chair
 - iii. Membership Committee Chair
 - iv. Public Relations Publicity Chair
 - v. Community Liaison and Director at Large
2. A Nominating Committee, consisting of at least three (3) members, shall be appointed by the President at least thirty (30) days prior to the scheduled election. This Committee shall propose a slate of nine (9) Directors, proposing one (1) or more TGV member(s) for each position. If three (3) TGV members request in writing the nomination of another member for a position, the Nominating Committee shall add that name to the proposed list of nominees. The proposed nominee list shall be published by posting on the web site and in the “showcase” at the ‘Dosta Playhouse at least seven (7) days prior to the election. Nominations from the floor shall be allowed.
3. If there is more than one (1) nominee for any position(s), vote for that/those positions(s) shall be by secret ballot. Otherwise, vote may be by voice, standing, or secret ballot as determined by the Board.
4. All Directors except the Treasurer shall assume office on the first day of the ensuing fiscal year. The Treasurer shall not assume office until he/she is satisfied with the results of an audit of the books of the Corporation covering the preceding fiscal year.

5. Additional directors, not to exceed four (4), may be, but not necessarily, named by the president of the Board subject to confirmation by a majority of the full Board.
6. The term of office for any Director shall be one (1) year. After serving for three (3) consecutive terms of the Board, any individual shall be ineligible to serve for one (1) year. The partial term of a Director elected to fill a vacancy occurring during the fiscal year shall not count toward any term limit of that Director.
7. The Board shall meet once a month at the 'Dosta Playhouse. Normally this meeting will take place on the second Tuesday of each month at 6:30 p.m. However, this meeting schedule may be changed for a single or multiple meetings at the convenience of the Board. Changes in the meeting schedule shall be posted on the web site and prominently at the 'Dosta Playhouse.
8. Board meetings shall normally be open to the membership. A closed executive session may be called by a majority vote of the Board for discussion only; no votes may be taken in executive session.
9. In the event of a vacancy on the Board during the fiscal years, such vacancy may be, but not necessarily, filled by a majority vote of the Board.
10. Minutes of the Board meetings shall be posted on the web site and made available to the membership at the 'Dosta Playhouse. Upon vote of the Board, minutes shall be transmitted in writing (see Article VI: Communications, above) to the membership.

ARTICLE IX: EXECUTIVE COMMITTEE (Exec Com)

1. The officers of TGV elected at the May meeting shall constitute an Exec Com.
2. The duties of officers shall be the usual duties associated with such office.
3. In the event of a vacancy in the office of President, the Vice President shall automatically assume the office of President. In the event of a vacancy in any other office during the fiscal year the Board shall elect a new officer from their membership to fill the vacancy for the balance of the fiscal year.
4. Within the parameters established by Board policies of record, the Exec Com shall be empowered to act for the whole Board in:
 - a. Affecting the public image of TGV,
 - b. Soliciting and receiving money, goods, and services for the exclusive use of TGV,
 - c. Speaking for and on behalf of TGV,

- d. Directing the expenditure of funds, and
 - e. Virtually anything and everything deemed to be necessary to protect and maintain the integrity and well-being of TGV.
5. Meetings of the Exec Com may be called by the President or any two (2) officers. The call for a meeting may be in person, by telephone, or in writing, and shall be as far in advance as practical. Meetings may be held in person, on the internet, or by phone.
 6. Meeting minutes shall be provided to the Board and included in the minutes of the next Board meeting.
 7. All actions of the Exec Com are subject to approval by the Board.

ARTICLE X: COMMITTEES

1. The President shall be involved in the appointment, with the advice and consent of a majority of the Exec Com, all standing and ad hoc committees necessary for the conduct of the corporation's affairs. This involvement shall be:
 - a. Appointment of the committee chair (if not previously elected by the membership),
 - b. Appointment of the entire committee, or
 - c. After election or appointment, advising the committee chair on selection of members.
2. The President shall automatically be an ex-officio member of all committees. At his/her discretion, the President may designate another officer to serve in this capacity for a single meeting or the entire fiscal year.
3. All committees shall report to, and serve at the pleasure of, the Exec Com. Individual committee members, including chairpersons, also serve at the pleasure of the Exec Com.
4. Committees shall elect their own chairperson unless the chairperson has already been elected by the membership or appointed by the President. Committees shall elect other officers as necessary.
5. All committees shall have a written charge to focus their deliberations. This charge may be written by the Exec Com, their designee, or the committee, but must be approved by the Board.

ARTICLE XI: MEMBERSHIP MEETINGS

1. Meetings of the membership shall be held twice a year in October and May at the 'Dosta Playhouse immediately following the Board meeting scheduled for that month. The stated purpose of the October meeting is play selection for the ensuing season. The stated purpose for the May meeting is election of Board of Directors. Additional agenda items shall be posted on the web site at least ten (10) days prior to the meeting and by such other means as the Board may direct. This agenda may be modified at any time including during the meeting.
2. Special membership meetings may be called by the President, a majority of the Board, or by any ten (10) members of the general membership following a written request to the President. Call, including an agenda, for a special meeting shall be sent in writing to all members at least ten (10) days prior to the meeting date.
3. All meeting minutes shall be posted on the web site. Additional publication of minutes may be directed by the Board.

ARTICLE XII: FINANCIAL

1. The Treasurer is authorized to sign checks and bank drafts on behalf of TGV. In his/her absence, the President (or his/her designee) is so authorized.
2. A financial audit shall be conducted at the end of each fiscal year. Once every three (3) years or upon a change in the office of Treasurer, this audit shall be conducted by a professional accountant who may or may not be a member of TGV, but may not be a member of the Board. In intervening years, the audit shall be conducted as directed by the President and Treasurer.

ARTICLE XIII: EMPLOYEES

1. The Board shall, and at its discretion, be empowered to hire any employee or employees, full or part-time, deemed necessary to fulfill the chartered objectives of TGV and to maintain the efficiency of its operation.
2. The Board shall fix the salary, compensation, and/or fringe benefits of all salaried employees and shall establish their duties and responsibilities.

ARTICLE XIV: DISPOSITION OF PROPERTY

In the event TGV should cease to exist at any future time, property of TGV shall be disbursed to governmental or charitable, non-profit organizations dealing with education in Valdosta or the surrounding communities.

ARTICLE XV: AMENDMENTS

1. In addition to the procedures established by the laws of the State of Georgia, and of the United States, for amending the Articles of Incorporation of a non-profit corporations, amendments to the charter of TGV can only be affected by resolution, approved at a regular meeting of the membership, provided that the entire membership has been delivered written notice in the manner prescribed above of the proposed amendment at least (90) days prior to the meeting in which the resolution is to be presented for vote.
2. Proposed amendments to, or revision of, the By-Laws must be approved (see Article V, Para 3) at a regular or special meeting of the membership, provided that notice of proposed By-Law amendments or revision has/have been provided in writing to each member at least thirty (30) days prior to said meeting.

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APPROVED:

AMENDED:

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