

## **Midway Theater Company Board of Directors**

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## **Midway Theater Company Bylaws**

### ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of this Association shall be the Midway Theater Company (MTC) and its principal office is to be located in the County of DeWitt, State of Michigan.

### ARTICLE II -- PURPOSES AND AIMS

Section 1. MTC is a voluntary, incorporated, non-profit association of persons who appreciate musical theater and desire to provide a positive environment for those who desire to participate in musical stage productions.

Section 2. MTC is organized exclusively for educational and entertainment purposes.

Section 3. The purposes of MTC shall be to further the education of and provide entertainment to its members and the community, with specific emphasis on the art of musical theater production. In addition, MTC intends, to the extent income from musical theater productions exceeds expenses, to provide scholarship aid for qualified students who intend to take courses in drama, music and dance.

No part of the net earnings of MTC shall be distributable to its members, trustees, officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of MTC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Board 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, MTC shall not carry on any other activities not permitted to be carried on (a) by an organization 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) 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 III -- MEMBERSHIP

### Section 1. Qualifications for Membership

- (a) Possession of theatrical talent shall not be a qualification of membership since it is the belief and policy of the Association that any individual has something to contribute to musical theater production.
- (b) An expressed interest and willingness to work in some aspect of musical theater production.
- (c) Payment of all dues and assessments as required by the Bylaws.

### Section 3. Duties of Members

- (a) Active participation in the events of the organization including general meetings, social events, ticket sales, advertising solicitations.
- (b) Service on committees or service as committee chairperson when requested by the officers of the Association.
- (c) Punctuality at rehearsals and a sober and professional attitude when at rehearsals and during productions.
- (d) Responsibility and liability for any property owned, leased or borrowed by the group which is in their possession.
- (e) Offering suggestions for the improvement of the Association.

## ARTICLE IV -- ORGANIZATION AND MANAGEMENT

### Section 1. Functions of the Board of Directors

The property, business and affairs of the Association shall be managed by a Board of Directors, the main functions of which shall be to:

- (a) Set forth all organizational policies and procedures in a standardized fashion.
- (b) Conduct the normal business operations of the Association including approval of administrative and production budgets, and selection of production staff to include Producer, Director, Music Director and Choreographer.
- (c) Organize and conduct regular Board meetings.
- (d) Organize and conduct yearly election of Board of Directors.
- (e) Determine stipend positions and levels. A Board member may not vote related to a stipend issue for which they are being considered or currently occupy.
- (f) Select shows for production.

(g) Refuse membership or revoke membership of those not adhering to the Bylaws.

(h) Explore relationships with other groups, individuals, and governmental organizations which may be to the Association's benefit.

(i) Acquaint the members with the duties and benefits of membership.

## Section 2. Board Composition and Responsibilities

The Board of Directors shall be composed of at least five (5) members and shall include the President, Vice President, Secretary, Treasurer and three officers at-large. The duties of the members of the Board of Directors are as follows:

(a) President -- presides at all General and Board of Directors meetings, establishes times for special meetings, makes appointments to committee offices, and officially represents the Association internally and externally.

(b) Vice President -- presides in absence of President at meetings, replaces President when that office is vacated before the end of a term, and performs special duties as assigned by the President.

(c) Secretary -- maintains minutes of meetings and committee assignments, collects and distributes incoming correspondence, notifies Board members of meetings, and schedules special guests at Board meetings.

(d) Treasurer -- keeps accounts, pays bills, and has power to sign checks subject to limits and signatory rules approved by the Board. The Treasurer also prepares and presents monthly and annual reports of financial activities and status. The fiscal year of the Association shall be the calendar year unless the Board of Directors shall otherwise determine.

(e) Officers At-Large -- Chair or serve on standing or ad hoc committees, and/or perform special duties as assigned by the President.

## Section 3. Board Vacancies

In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member of the Association to complete the remainder of the term subject to the concurrence of a majority of the Board of Directors.

## Section 4. Removal from Office

(a) Any officer who misses four total or three consecutive regularly scheduled Board meetings within a calendar year shall forfeit his or her membership on the Board. Removal from office may be repealed, on a case by case basis, by a two-thirds (2/3) vote of the remaining Board members present and voting at a regular or special Board meeting.

(b) Any officer who is not performing his or her duties as outlined in these Bylaws and interpreted by the Board shall be subject to removal from the Board upon two-thirds (2/3) vote of the remaining Board members present and voting at a regular or special Board meeting. Such officer shall have the opportunity to attend the meeting.

## ARTICLE V -- MEETINGS AND VOTING

### Section 1. Meetings

#### (a) General Membership Meetings

General membership meetings may be held at a time and place to be designated by the Board of Directors for the transaction of such business as may properly come before the general membership.

#### (b) Board of Directors Meetings

1. Meetings of the Board of Directors will be held on a regular basis.

2. Unless otherwise specified in these Articles, a majority vote of those present and voting will decide an issue.

3. Three of the five officers of MTC shall constitute a quorum of the Board of Directors. No business may be conducted in the absence of a quorum.

(c) Minutes of all general and Board of Directors meetings will be available within one week of the meeting date to all members upon request from the Secretary.

## ARTICLE VI -- CONTRACTS, LOANS AND BANK ACCOUNTS

### Section 1. Contracts and Disbursements

The Board of Directors may authorize any officer or member, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, or to sign or countersign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer or member shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount. Said authorization must be in writing.

### Section 2. Loans

No loan shall be contracted on behalf of the Association and no negotiable paper in connection therewith shall be issued in its name ever.

### Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select; and for such deposit, the President, or any other officer to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts and other orders for the payment of money, which are payable to the order of the Association.

## ARTICLE VII -- AMENDMENTS

### Section 1. Authorization

These Articles shall be subject to amendment, alteration or repeal by the affirmative vote of two-thirds of the members of the Association present and voting (or voting by proxy or mail).

#### Section 2. Notification

No amendment, alteration or repeal of these articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the members for a period of ten days. The membership must be notified either at a general meeting or through mailing of the availability of said amendments.

#### ARTICLE VIII -- COMPLIANCE WITH STATE LAWS AND REGULATIONS

In the event that any conflict arises between these Bylaws and (1) the laws of any state, or (2) the regulations of any public governmental authority duly empowered by law to issue such regulations, these Bylaws are to be construed in such a manner as to comply with such laws and regulations.

#### ARTICLE IX -- DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such 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.

#### ARTICLE X -- ACCEPTANCE OF BYLAWS BY MEMBERS

By agreeing to participate, each member signifies his/her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be promulgated under these Articles, and hereby waives any and all claims and demands of any nature, past, present, and future, against the Association or any member of the Association, or any former member, or any officer, employee, committee, or individual for any action taken in good faith pursuant to these Articles.