

BYLAWS

The Silver City Community Theatre, (hereinafter SCCT), a nonprofit membership corporation, adopts the following bylaws:

**ARTICLE I
Mission and Objectives**

The objective of the SCCT is to enrich, educate and entertain the Silver City and Grant County communities by providing a broad range of live theater experiences on a recurring, seasonal basis.

**ARTICLE II
Fiscal Year, Membership Year**

The fiscal and membership year of the SCCT shall begin on March 1st.

**ARTICLE III
Membership Requirements, Voting, and Dues**

The SCCT has one category of membership: Voting. Voting members shall be persons who support the SCCT mission who in the direction of the Board of Directors will uphold the purposes of the SCCT.

- A. Rights.** Each voting member shall have full entitlement to all SCCT benefits, including:
- (1) One (1) vote on each matter properly before the membership at the annual membership meeting,
 - (2) To nominate and vote on choice of Board members, and
 - (3) To attend any meeting of the Board of Directors or officers, except meetings in closed session as determined by the Board.
- B. Dues.** Any need for dues shall be identified by the Board of Directors. Dues shall be payable on a membership year basis.

Members whose dues are not delinquent are members in "good standing".

- C. Obligations.** Each member shall have the following obligations:
- (1) Pay the membership dues as established by the Board of Directors, and
 - (2) Be familiar with, protective of, and participate in a fashion consistent with the Articles of Incorporation, the Bylaws, and the rights and obligations of other members.

- D. Removal.** Any member may be removed from SCCT membership by a majority vote of the full Board of Directors if the Board finds the member's objectives are no longer in accord with the SCCT mission.

ARTICLE IV Board of Directors

- A. General Powers, Qualifications and Responsibilities.** The SCCT has a board between seven (7) and nine (9) members. Each Director of the Board shall be a member of the SCCT in good standing. Unless otherwise provided in the Articles of Incorporation or these Bylaws, all corporate powers of the SCCT shall be exercised by and under the authority and direction of the Board of Directors. Powers of the Board shall include, but not limited to, duties to:

- (1) Properly execute fiduciary responsibilities to the SCCT consistent with the SCCT Conflict of Interest Policy,
- (2) Promote and develop the SCCT Mission,
- (3) Enforce the Bylaws,
- (4) Raise funds to meet the SCCT Mission,
- (5) Form Standing and Ad Hoc Committees,
- (6) Appoint and elect Officers from among members of the Board on an annual basis or as needed,
- (7) Regularly attend Board meetings (see Article IV, B(4)(d)), and to
- (8) Vote on all matters before the SCCT.

- B. Election, Tenure, Termination, Removal and Vacancies.**

- (1) **Nominations.** Nominations for election to the Board of Directors shall be presented to the Secretary by voting members no later than 30 days prior to the date of the Annual Meeting and shall be submitted by email, voice mail, or postal mail. The Secretary shall submit the names to the membership no later than 15 days prior to the date of the Annual Meeting.
- (2) **Election.** The voting membership shall elect members of the Board of Directors at the Annual Meeting by a simple majority. A Director's term of office is 3 years. A successful candidate shall serve for the period of office until his or her successor is elected, subject to removal as provided in these Bylaws.
- (3) **Resignation.** A director may resign at any time by delivering to the Secretary written notice of the resignation by email or postal mail. The Secretary shall immediately inform the President of the resignation and shall include any resignation as part of the Agenda for the next regularly scheduled Board meeting. The resignation shall not be effective until voted upon by the Board.
- (4) **Termination and Removal.** A person's directorship shall be terminated upon the following:
 - (a) his or her resignation,
 - (b) his or her death,

- (c) his or her removal under Article III(D), or
- (d) in connection with a breach of duty under Articles IV(A)(1) through subsection (3), or subsection (7) if three consecutive board meetings are missed without concurrence of the President because proxies have not been submitted or for other valid reason in the discretion of the president.

Action undertaken to remove a Director of the Board under Article IV(B)(4)(c) or IV(B)(4)(d) shall be initiated by a simple majority vote of the Board members present at the Board meeting duly noticed prior to the Board meeting at which removal is effective. Removals shall also be done in a manner consistent with these Bylaws and the laws of the State of New Mexico.

- (5) **Vacancies.** If a vacancy occurs on the Board of Directors, the remaining Directors shall appoint an interim director from among the membership who shall complete the term.

ARTICLE V

Officers and Executive Committee

- A. Officers.** SCCT officers shall be voting members in good standing and shall demonstrate exceptional leadership within the SCCT. The officers of the SCCT are the President, Vice President, Secretary and Treasurer.

All Directors of the Board shall constitute the SCCT Executive Committee. Only the offices of the Secretary and Treasurer may be joined and held by one member.

- B. Terms of Office.** Officers shall be elected by the Board members immediately after the Annual Meeting in March. All officers shall hold office for a period of one membership year.
- C. Vacancies.** Any office which becomes vacant shall be filled by the Board at its next Board meeting.
- D. Duties of the Executive Committee.** The Directors of the Board of the SCCT constitute the corporation's Executive Committee. Its duties are as follows:

The Executive Committee shall, no later than 30 days prior to March 1 of each year, solicit and garner interest from members in good standing for nomination as candidates for the Board. The Executive Committee shall approve the slate of candidates to ensure candidates' objectives are consistent with the SCCT Mission.

The Executive Committee shall have the responsibility to expend SCCT funds to the benefit of the SCCT in keeping with the SCCT mission, goals and objectives. All checks drawn on SCCT funds shall be signed by either the Treasurer or by two members of the Executive Committee in amounts with maximums as may be determined by the Board from time to time. Expenditures of funds over the maximum amounts shall require approval by the Board.

The members of the Executive Committee shall have the following responsibilities:

(1) President: The President shall be the chief executive officer of the SCCT, shall represent the SCCT and shall preside over all meetings. The President shall have the general power and duties of management of the SCCT and shall have other duties as may be assigned in these Bylaws or by the Executive Committee. Powers and duties assigned by the membership shall be by majority vote of a quorum at any duly noticed meeting consistent with Article VI.

The President shall, with the assistance of the Secretary, be responsible for the creation of agendas and will solicit suggestions from the Board for agenda items. In presiding over meetings, the President shall call members to order, announce the business of the agenda, put matters to a vote, and otherwise take steps to conduct the business of the SCCT consistent with Article VI.

Should the President find it necessary to vacate the chair during a meeting, the Vice President shall take the chair. If neither the President nor the Vice President are available to take the chair and a quorum remains, the remaining members may appoint a chairperson pro tem who shall be a Board member in good standing and who shall follow these Bylaws.

The President shall represent the best interests of the SCCT in keeping with the Mission of the SCCT. Any agreements made by the President with an economic impact on the SCCT shall be subject to the approval of the Executive Committee in advance. The President, in concert with the Treasurer, shall have fiduciary responsibility for SCCT funds limited to deposits and signing checks.

(2) Vice President: The Vice President shall perform all the duties of the President in the President's absence at a meeting. The Vice President shall also have other powers and perform other duties as may be assigned to him or her by the Executive Committee.

(3) Secretary: The Secretary, in concert with the Executive Committee, shall record and keep on file all corporate documents including but not limited to the Articles of Incorporation, the Bylaws and any amendments as executed, meeting agendas, minutes, lists of members, notices and other official records. The Secretary shall also keep on file matters directed to the membership as required by these Bylaws, or by law, as well as copies of official correspondence generated by the SCCT to others. The Secretary shall also, no later than 30 days prior to the annual meeting in March of each year, prepare an Annual Meeting agenda and a Slate of Candidates for open positions. Periodically, the Secretary shall review that all corporate records are present, in order and legible at the SCCT principal office.

(4) Treasurer: The Treasurer, in concert with the President, shall have responsibility for the maintenance of SCCT funds limited to deposits and signing checks. The Treasurer shall present a current report of the finances of the SCCT to the Executive Committee no less than quarterly and shall prepare other financial reports as required by relevant governmental agencies. The Treasurer shall also keep a quarterly updated list of physical assets of the SCCT and their location.

ARTICLE VI

Meetings, Decision-Making, Quorum, Notices

The SCCT Board of Directors shall call an Annual Membership Meeting in March. Additional membership meetings may be called as necessary in the discretion of the President or Executive Committee. Members are entitled to attend all Board of Director's meetings.

It is the policy of the SCCT to welcome any and all members to its meetings, in addition to interested community spectators and participants. Upon request, visitors will be given an opportunity to address the Board once per meeting to a maximum of five (5) minutes, unless otherwise permitted by the Executive Committee.

The Board of Directors retains the authority to move for a closed session at any meeting when in its discretion confidential matters are to be discussed. The closing of any meeting, or portion thereof, requires a majority vote of the Directors present, whether in person, by proxy, or by telecommunications.

- A. Consensus: Roberts' Rule of Order.** The SCCT shall endeavor to use consensus as a means to make decisions when possible. The SCCT also shall use Robert' Rules of Order, as revised, for the order of business in cases in which consensus, in the discretion of the President, is unsuccessful, or at times as may be required by the Articles, these Bylaws, or by law.
- B. Annual Membership Meeting.** The Annual Membership Meeting shall occur in March of each year and an agenda for same developed after January first. The Annual Membership Meeting Agenda shall include:

 - (1) Election of Directors by the membership,
 - (2) A report from the President that includes a review of the SCCT's Mission, outreach, and funding efforts,
 - (3) A report from the Treasurer that includes a balance sheet for the fiscal year then ending, income and expenses for the year, and the status of state and federal reporting,
 - (4) A review of the Mission Statement,
 - (5) A review of the Bylaws if necessary, and
 - (6) The presentation of other matters in the discretion of the Executive Committee upon canvass of the membership.
- C. Board meetings, Quorum.** Action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if determined by the Executive Committee. The President shall communicate with all Board members about any such action. The consent to take action without a meeting as well as the matter to be decided shall be included in the minutes filed with the corporate records.

A quorum of the Board of Directors consists of a simple majority of the Directors in office. Directors may attend a Board meeting in person, by proxy, or through telecommunication, in order that they participate in the quorum.

If a quorum is not present and no proxy votes supplied, the Board shall have the power to adjourn, without notice other than an announcement at the meeting by a Director, to a date when a quorum is present. Notice of any subsequent meeting shall be coordinated by Article VI(D), below.

The quorum for action taken by the membership at the Annual Membership meeting or at such other times as permitted in Article VI, paragraph one, shall be by simple majority (51%) of members in good standing present at such meeting.

- D. Notices of Meetings.** Notice of meetings shall be made available on the SCCT website. Notice of all meetings, except the Annual Membership Meeting, including date, time, and place, may be given by email, voice mail, through social media, or by postal mail and shall occur seven (7) days prior to the date of any meeting. At the discretion of the President, a meeting may be called with a shorter notice if in his or her discretion the subject matter is deemed an emergency. The method for notice of the Annual Meeting shall be the same, except that it shall occur 30 days prior to the date of the meeting.

ARTICLE VII Corporate Records

The SCCT shall keep copies and/or originals, and amendments, of the following records at its principle office:

- (1) Articles of Incorporation, Certificate of Incorporation, and Bylaws,
- (2) Agendas and Minutes which shall include Resolutions,
- (3) Financial records, including but not limited to bank statements, treasurer's reports, balance sheets,
- (4) Annual reports required by the state of New Mexico or the United States including that sent to the Secretary of State, Corporations Bureau, and the NM Department of Revenue, and the IRS,
- (5) A list of all names, addresses, phone numbers and email addresses for Officers and Directors, and
- (6) A list of the names, addresses, phone numbers and email addresses for members.

ARTICLE VIII Dissolution

Dissolution of the SCCT shall occur only upon consensus of vote of the Board of Directors and under the laws of the State of New Mexico. Any property held by the SCCT shall at that time benefit only recognized nonprofit corporations whose principal mission and goals are consistent with those of the SCCT.

**ARTICLE IX
Amendment**

These Bylaws may be amended by the Executive Committee who shall present amendments to the voting membership in good standing for ratification at a meeting duly noted. Ratification is recognized upon a two thirds majority vote and upon signature of any two of the Executive Committee with approval by all Executive Committee members.

**ARTICLE X
Miscellaneous Provisions**

- A. Solicitation and Receipt of Gifts.** The SCCT shall seek contributions, donations, bequests and in-kind gifts for its purpose ("donations"). While the SCCT specifically encourages unrestricted donations whose principal and/or income may be used for the general purposes, the SCCT will accept gifts for a restricted or otherwise designated purpose if the restriction is determined by the Executive Committee to be acceptable or otherwise conforms to the Articles of Incorporation and these Bylaws.
- B. Indemnification.** The officers and directors of the SCCT are indemnified and held harmless from acts he or she acted or reasonably believed he or she acted within the scope of his or her authority, as a volunteer acting in good faith, where the conduct does not amount to gross negligence of willful and wanton misconduct, and where the conduct is not an intentional tort.
- C. Controlling Law.** These Bylaws are controlled by the laws of the State of New Mexico.

EXECUTED this 8th day of March 2020, by Phyllis McQuaide, President, and

William Knuttinen, Treasurer.

President

Treasurer