

Proposed Amended and Re-stated By-laws of the Monroe Theatre Guild

January 10th, 2023

ARTICLE I

Purpose

The purpose of the corporation is to promote educational, literary and dramatic activities within the City of Monroe and its environs, within the meaning of Paragraph 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE II

Offices

The principal office of the corporation shall be located in Monroe, Wisconsin. The registered office of the corporation shall be maintained in the State of Wisconsin but need not be identical with the principal office of the corporation in the State of Wisconsin, and either office may be changed from time-to-time by the Board of Directors.

ARTICLE III

Membership & Sponsorship

- 1.) All persons who apply for membership in any classification of membership shall become a member of the Corporation as long as all dues have been paid as required, and will be carried on the membership roster as maintained by the Secretary or designee of the corporation.
 - a.) All persons named on a sponsorship shall become members of the corporation as long as sponsorship is current.
 - b.) Adult members have the right to vote and are eligible to serve on the Board.
 - c.) Membership in this corporation is a personal right and is not a property right and as such is not transferable.

ARTICLE IV

Board of Directors

- 1) The Board of Directors shall consist of nine (9). Each director shall hold office for a three-year term until the appropriate annual meeting of the membership. Terms are to be staggered, with three terms expiring each year. The Board shall take applications and interview candidates for Board membership. ~~and present recommended additions~~ A ballot

of approved candidates will be communicated to all members in good standing via electronic mail or postal mail for a vote affirmation or denial at the appropriate annual meeting, no less than 10 days before the annual meeting. Election results will be announced at the annual meeting.

- 2) The Board of Directors shall exercise general supervision in all of the affairs of the corporation and shall discharge all duties incident to such office as may be required by law.
- 3) Following the annual meeting of members, the board shall appoint the following officers, all of whom shall be members of the Board of Directors: President, Vice-President, Secretary and Treasurer. The immediate Past President of the corporation shall serve as an advisory non-voting 10th member of the Board of Directors.
- 4) The Board of Directors shall meet monthly at a regular day and time suitable to them.
- 5) Special meetings of the Board of Directors may be called by the President, Secretary, Treasurer, or any two (2) Directors. Notice of a special meeting shall be given at least twenty-four (24) hours prior to the holding of that meeting unless all of the Directors are present.
- 6) A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. A majority is defined as 5 Directors.
- 7) Any unexpected vacancy occurring on the Board of Directors shall be filled by a majority vote of the Directors then in office after an application period and the interview of candidates. Any Director elected to fulfill the unexpired term of another Director is eligible to complete at least one additional full term.
- 8) A Director may be removed from the Board by majority vote for non-attendance or other cause after a probationary period of 90 days.
- 9) The Directors and Officers of the corporation shall receive no compensation other than for the reimbursement of expenses as provided in Article III hereof.
- 10) The Directors may employ such employees and agents as they may deem advisable and may fix the terms and compensations of employment therefor.
- 11) Spouses or domestic partners are not allowed to serve on the board at the same time.

ARTICLE V

Officers

- 1) The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer, who shall be appointed by the Board following the annual meeting of members. They shall have the powers and duties normally and regularly prescribed for such officers.
- 2) Officers shall hold their office for a term of one (1) year, commencing on the date of their appointment. Any officer may be elected and reelected for successive terms, without limitation.
- 3) The immediate past president shall serve as the Past President of the corporation. The election of a president shall automatically include that person's right and obligation to serve a term as Past President as soon as his successor has been elected.

ARTICLE VI

Committees

The Board of Directors have the authority to form and appoint the chairman for such committees as they may from time-to-time deem necessary and appropriate. Standard committees are:

Building & Grounds
Outreach & Fundraising
Programming
Publicity/Social Media
Education
Policy

ARTICLE VII

Membership Meetings

- 1) The annual meeting of members shall be held on a January date selected by the Board each calendar year at such time and at such place as designated by the Board of Directors.
- 2) Notice of the annual meeting must be given in writing and by first class mail or electronically to all members in good standing at least ten days prior to the meeting date. Incoming Directors shall be ~~elected~~ **announced** at the regular annual meeting of members.

ARTICLE VIII

Membership Votes

- 1) Each adult member/sponsor as hereinbefore defined shall be entitled to one (1) vote at membership meetings.
- 2) Voting by proxy by members shall be allowed.
- 3) Cumulative voting by members shall not be allowed.

ARTICLE IX

Contracts, Loans, Checks, Expenses and Deposits

- 1) Only the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the corporation, and such authorization may be general or confined to specific instances.
- 2) No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized in advance by or under authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- 3) All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as may from time-to-time be determined by or under the authority of a resolution of the Board of Directors.
- 4) All funds of the corporation not otherwise employed shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.
- 5) The Marion Baumann Fund for Musical Theatre shall be used exclusively for production expenses for musicals. A representative of the family shall be appointed to assist with oversight.
- 6) The Treasurer shall have the books of the corporation audited annually by an outside auditor and shall deliver a copy of that audit to the Board of Directors in conjunction and concurrently with the Federal information return and report. When new treasurer is appointed when new treasurer appointed as well as annually.
- 7) No part of the income or assets of the corporation shall be distributable to or inure to the benefit of any of its individual directors, officers, or members. Reasonable compensation or wages, however, may be established and paid for services rendered or work performed

by the officers and/or employees of the corporation. Directors, officers and authorized members may be reimbursed by the corporation for expenses incurred by them for the benefit of the corporation. Expenditures for any single item or purpose exceeding \$200 must receive prior approval of the Board of Directors, either by inclusion in an approved operating budget or an approved production budget, or by special requisition to the Board of Directors.

ARTICLE X

Receipts

- 1) The Directors may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, government, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of the Articles of Incorporation and the Bylaws of this corporation. However, no gift, bequest or devise shall be received and accepted if it be conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than those within the meaning of the terms and limitations of the Articles of Incorporation or as shall, in the opinion of the Directors, jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501(c)(3) of the Internal Revenue Code.
- 2) The principal and income of all property received and accepted by the corporation shall be invested, reinvested, paid and distributed in a manner consistent with the corporate purpose and limitations established in the Articles of Incorporation, and in such amount as the Directors shall from time-to-time determine; and in such manner as is necessary to comply with the proper sections of the Internal Revenue Code as now enforced or as may be heretofore amended. Any distribution made hereunder may be made in such form as the Directors see fit, including distribution in kind.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE XII

Seal

The corporation shall have no corporate seal.

ARTICLE XIII

Amendment or Repeal of Bylaws

These by-laws may be amended or altered at any annual meeting of members of the corporation or at any special membership meeting called for that purpose. Notice of the proposed amendments or alterations must be given in writing and by first class mail or electronically to all members in good standing at least ten days prior to the meeting date. A quorum must be physically present at such meeting, and three-quarters of the members in attendance must vote in favor of such amendment or alteration.