

CHILLICOTHE CIVIC THEATRE, INC.
CONSTITUTION AND BY-LAWS
(As Amended November 6th, 2022)

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ARTICLE I NAME

The name of the corporation shall be Chillicothe Civic Theatre, Inc., hereinafter referred to as CCT.

ARTICLE II PURPOSE

SECTION 1. General Purpose

The specific purpose of CCT, as stated in its Articles of Incorporation, is “establishing, maintaining and conducting a stock theatre for the purpose of offering instruction in the arts and sciences; promoting education and knowledge of the theatre and acquiring and holding for such purposes, both real and personal property necessary and proper to carry out said object and to receive and disburse funds and doing any and all things necessary or incident thereto”.

Such purpose shall include, but is not limited to producing plays, and other theatrical, musical, operatic and/or dramatic entertainment, thereby serving as center for all persons, regardless of age, gender, sexual orientation, race, religious affiliation, or experience, who are interested in any phase of theatrical activity , wherein they may advance their knowledge and skills for mutual benefit and for the recreational, educational, and cultural enrichment of the community, and to encourage and stimulate public interest in theatrical , dramatic, artistic, and intellectual forms of entertainment, particularly through instruction in acting, lights, sound, set designing, costume designing and other functions of theatre.

ARTICLE III ORGANIZATION

SECTION 1. Executive Board

The Executive Board is the governing body of the organization. Only current members in good standing as of August 31 of the election year, or by 2/3 approval of the Executive Board, are eligible to be elected to the Board. Upon election of a new President of the Board, an ex-officio position, Immediate Past President, shall be created for the subsequent year and shall be held by the previous President of the Executive Board for a non-renewable term of 1 year.

1. **Powers**

The Executive Board shall:

- a. Oversee, control and manage all property belonging to the organization.
- b. Approve of disbursements to cover the costs of production, rental, or purchase of facilities and other services needed.
- c. Ratify all standing and special committees and chairperson thereof as appointed by the President.
- d. Establish the annual dues for all classes of membership.
- e. Determine the performance calendar for the program year which will be Jan. 1 - Dec. 31.

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- f. Be responsible for day-to-day operations of CCT.

2. **Duties**

The Executive Board shall establish the philosophy and direction of CCT, provide long term continuity, correlate future goals with past objectives and accomplishments, control and manage the property of CCT, oversee financial affairs, and propose changes to this Constitution and By-Laws.

- a. **President:** Presides at all meetings, enforces the By-Laws, calls meetings of the Executive Board, and appoints all standing and special committees; the President shall be an ex-officio member of all standing and special committees; the President shall submit an annual report of standing and special committees.
- b. **Vice-President:** Assists the President, and in the absence of the President, assumes the duties and prerogatives of the President, presides at meetings in the absence of the President, and is responsible for planning and implementing annual Board training. Program/committee leaders who are not Board Officers, (Youth Theatre, and others which may be established) will report to the Vice President on an ongoing basis.
- c. **Secretary:** Records proceedings of all meetings by keeping minutes in which all recommendations, motions, and actions of CCT at said meetings are entered, and serves as an ex-officio member of the Membership committee. Oversees the publication of the CCT monthly newsletter, issues notices of all meetings and conducts correspondence. The Secretary also works with the Membership Director to issue membership/sponsorship renewal reminders at the end of each season.
- d. **Treasurer:** Receives the funds of CCT, records all receipts and disbursements, pays all bills authorized by the Executive Board by check or electronic transfer, makes financial reports at meetings including the annual business meeting in December which shall be the annual report. The Executive Board may request an audit of the Treasurer's records at any time.
- e. **Business Manager:** Conducts the business and legal affairs of the organization, including, but not limited to the licensing and contracting of production rights, rental agreements of third-party production sites, insurance, and the execution/administration of third-party rental contracts of CCT real property.

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- f. **Community Development:** Works on behalf of the CCT as a representative to our community. Serves as a facilitator for CCT assisting in matters that promote diversity and inclusion withing the membership.
 - g. **Marketing Manager:** Responsible for short and long-term marketing and publicity for the organization across all media platforms. Reports impact of marketing and publicity efforts to the Board. Develops and implements CCT's annual marketing plan, advertising strategies, publicity and brand management.
 - h. **Membership Director:** Maintains membership records, oversees annual membership drive(s), plans, and manages membership recruiting, strategies, and events.
 - i. **Trustees (3):** Duties shall include, but are not limited to, maintenance, inventory of real and personal property, and other assignments requested by the President. Trustees shall aid in all phases of the organization with particular emphasis on long range planning.
- 3. **Selection:** The officers shall be elected by majority vote at the annual general membership meeting to be held in December.
 - 4. **Term of office:** The officers shall serve for a term of one year commencing on the date of January 1 and ending the following December 31.
 - 5. **Term of Trustees:** The three Trustees of the organization shall serve for three (3) year terms with one Trustee being elected each year.
 - 6. **Longevity:** No officer shall be eligible to serve more than three (3) consecutive terms in the same office without a waiver signed by all current board members.
 - 7. **Vacancy:** Any officer or trustee shall be deemed to have voluntarily resigned and created a vacancy in their position if they have three or more absences from meetings which are not considered excused or excusable by the Executive Board.

SECTION 2. Standing Committees

There will be the following Standing Committees, which Chairpersons may also be Board members and will be appointed by the President. Each committee chairperson shall appoint the members of their committee.

- 1. **Marketing and Publicity:** Responsible for publicizing CCT productions and other activities across all appropriate media platforms, maintenance of website, and other means of public communications so as to insure proper awareness of such activity within the community. The Chairperson shall act as coordinator for publicity of all productions.

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2. **Historian:** Acquires items of memorabilia throughout the year and is responsible for keeping visual records in print and any other necessary media formats.
3. **Season Selection:** This committee shall read and evaluate plays for future seasons(s). The committee shall present its proposals for the following season no later than the June Board meeting. The Board will make final selections no later than the July meeting for the following year. It shall encourage all CCT members to read plays and to submit reports and recommendations to the committee. The Committee will recommend to the Executive Board those plays which are available to CCT and judged to be most appropriate for CCT production, giving due regard to contemporary community standards. A synopsis shall be prepared for the Board (and for permanent file) which includes a description of the show's contents and the Committee's evaluation whether the audience may be general or restricted in some manner. It shall be the Chairperson's responsibility to maintain a descriptive file of all plays read and to maintain a library for the storage of CCT records and literature.
4. **Membership:** This committee shall keep an up-to-date file on all members of CCT. It shall notify each member one month prior to expiration of their membership. It shall help stimulate interest of existing members renewing their membership and in obtaining new members for the organization.
5. **O.C.T.A. Delegate or Designee:** Delegate(s) shall attend regional meetings of the Ohio Community Theater Association and keep the Executive Board and the membership informed of OCTA activities of interest to them.
6. **Custodial:** Responsible for storing properties and keeping inventory of them. Trustee will chair this committee.
7. **Budget:** Budget committee will consist of Treasurer, Business Manager, and 1 Trustee or Board appointed member. Duties will include working with director on a budget for plays and submit an operating budget for the year.
8. **Awards:** This committee shall oversee the annual Bob Placier award, Victoria Schafer Volunteer of the Year Award and any other awards that the Board deems necessary. Nominations, if any, for the Bob Placier and Victoria Schafer awards will be at the November board meeting. Approval by Board members only.
9. **Outreach:** To increase awareness of CCT and our general activities within all demographics of the community and our membership, and to recruit new members, and organize events to facilitate same.
10. **Development:** The committee shall be responsible for all fundraising activities, including event management and capital campaigns. Responsible for the

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solicitation and procurement of financial support for CCT through means such as, but not limited to, grants, donations, and contributions. Works with the President and Treasurer as necessary in the completion of applications, requests, etc. Serves as liaison between CCT and major donors, patrons, and contributors.

11. **Youth Theatre:** Responsible for selecting and overseeing the program for Youth Theatre Division.
12. Other areas of needed support as determined by the Executive Board and President.
13. **Production:** The committee shall assign roles and responsibilities as defined in the Director & Producer Handbook for the production tasks related to each CCT production.
14. **Building:** The committee shall attend to maintenance and custodial responsibilities of the real properties belonging to CCT.

SECTION 3. Restrictions

1. The activities of CCT shall be conducted on a non-profit basis. Any monies derived from such activities shall be, in every case, expended for other activities within CCT.
2. No member of CCT shall be paid for work done in connection with it, or in any of its productions, unless the Executive Board shall decide by vote that such payment is warranted.
3. CCT may sponsor or participate in other theater-related activities deemed beneficial to its purpose.

ARTICLE IV MEMBERSHIP & SPONSORSHIP

SECTION 1. Membership

Membership shall be a requirement for all Executive Board Members, participating cast members, stage, and music directors, and set and technical crew. In addition, other individuals and corporations that wish to support the organization through membership may do so. Membership shall be for a one-year period commencing on the date of member enrollment or membership renewal and shall be renewable annually. The Executive Board shall determine the levels of membership and schedule of fees for membership, which are to be reviewed on an annual basis.

SECTION 2. Membership Revoked

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The Executive Board may, at its discretion, drop from the membership list the name of any person whose activities are not in the best interest of CCT, including but not limited to following the established policies of CCT.

SECTION 3. Show Participation

To participate in a production as a cast member, or crew, a person shall be a dues paying member in good standing, unless waived for hardship by the Board.

SECTION 4. Membership Privileges

Membership in good standing privileges shall include:

1. May vote on all questions brought before the general membership, as long as they have reached the age of majority.
2. May introduce matters for discussion or decision at a general meeting of CCT.
3. Notwithstanding Article III, Section 1 above, eligible for election or appointment for any office, if they have reached the age of majority.
4. May participate in CCT production or any activity connected with CCT.
5. May attend and observe meetings of Executive Board or any committee. However, any member may properly be requested to temporarily leave a meeting while a discussion is underway which specifically involves that member or during a Board Executive Session.

ARTICLE V MEETINGS

SECTION 1. Scheduled Meetings

1. **Annual Meeting:** There shall be a minimum of one regularly scheduled meeting of the general membership each year. Dates for this or these meetings shall be determined by the Executive Board.
2. **Monthly Meeting:** The Executive Board shall meet at a regular time each month or, in the event of conflict, as near to that time as practical.

SECTION 2. Special meetings

Special meetings of the Executive Board or of the full membership may be scheduled by (a) a petition signed by one-fourth of the CCT membership in good standing, (b) a majority vote of the Executive Board, or (c) a call by the President at any time with five (5) days written notice to such involved members, which notice must include a statement of the specific purpose, or agenda item(s), for which the meeting is being called.

SECTION 3. Quorum

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1. **General Membership Meeting:** A quorum at any general membership meeting shall consist of the actual members present.
2. **Executive Board Meeting:** A quorum of the Executive Board shall consist of one-half or more of the members of such group.

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS

SECTION 1. Nominating Committee

The Nominating Committee shall consist of three (3) members of the organization appointed at the September meeting by the Executive Board. It shall be the duty of this committee to prepare a slate of willing and capable candidates. The Nominating Committee shall be comprised of one Executive Board member and two members who are not members of the Executive Board. The newsletter will list nominees prior to election of officers.

SECTION 2. Additional Nominations

Following the report of the Nominating Committee, additional nominations of eligible consenting members may be made from the floor.

SECTION 3. Voting Method

1. The method of voting shall be by voice, hand, or ballot. Method will be determined by Board Members present at the meeting.
2. In the event a vote is cast for a person not nominated, said vote will not be counted.
3. Proxy or absentee voting shall not be allowed.
4. No person may hold offices on the Executive Board simultaneously during a calendar year.

SECTION 4. Vacancy

In the event of a vacancy occurring among the officers, the President shall appoint a trustee to fill such vacancy.

ARTICLE VII THE PLAY AND ITS DIRECTOR

SECTION 1. Director Selection

The selection of a Director shall be made by the Executive Board. The Director shall submit a working budget in conjunction with the Budget committee to the Executive Board for approval before production begins.

SECTION 2. Play Production

A Producer, as agreed upon by the Board, shall serve as production coordinator and liaison with the Board for each production.

SECTION 3. Director Replacement

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A Director may be removed only by resignation, failure to follow CCT guidelines, “obvious that the play will fail to meet the artistic standards of CCT under such Director.

SECTION 4. Play Priority

When work has started on a play, it will take precedence over any other conflicting CCT activities, and all members shall devote their best efforts in promoting the play.

ARTICLE VIII FIDUCIARY DUTY OF LOYALTY

All members of CCT, including Executive Board members, committee chairpersons and members, must abide by the highest degree of fidelity and loyalty to the purpose and interests of CCT, in recognition of the educational and charitable purpose for which the not-for profit corporation has been formed and for which it has been recognized as exempt from federal tax liability.

This includes a duty to keep CCT matters confidential, the disclosure of which could provide an improper advantage to others through premature or unauthorized revelation of the affairs of CCT. Similarly, conflicts of interest and self-dealing, or the appearance thereof, should be strictly avoided unless after full disclosure of the potentiality thereof to the Executive Board said Board approves the acceptance and the waiver thereof.

ARTICLE IX INDEMNIFICATION

With regard to any suit, claim or obligation of any kind lodged or filed against a trustee, officer, member, chairperson, committee member, or employee of the corporation, directly or indirectly, concerning a matter arising within the scope of service to the corporation by said trustee, officer, member, chairperson, committee member, or employee, the corporation shall defend and indemnify and hold harmless the trustee, officer, or employee, and may procure liability insurance to guarantee this commitment in whole or in part.

ARTICLE X PROCEDURE

Except as herein previously stipulated to the contrary, all business transacted shall be conducted in accordance with “Robert’s Rules of Order”.

ARTICLE XI ACCOUNTING PERIOD

The Corporation shall operate on a calendar year.

ARTICLE XII AMENDMENTS

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SECTION 1. Amendment Log

An Amendment Log is to be kept as a summary of revisions made to the Constitution and By-laws as Attachment A to this document.

SECTION 2. Amending the Constitution and By-Laws

This Constitution and By-Laws may be amended at any regular meeting of the Executive Board or full membership of CCT by two-thirds vote, and providing that notice of the proposed amendment has been given previous meeting or mailed to each member at least ten (10) days prior to the meeting.

SECTION 3. Amending the Constitution and By-Laws without a Board Meeting

Amendment may also be made without a meeting, but such amendment requires the unanimous written consent of all persons then serving on the Executive Board.

ARTICLE XIII DISSOLUTION

As long as there are ten members of CCT willing to continue the organization, it shall not be dissolved. However, if it is to be dissolved, terms of dissolution, including disposal of properties and funds, shall be decided upon by the Executive Board, consistent with the provisions of the Articles of Incorporation and the law.

ARTICLE XIV ADOPTION

The undersigned President of the Chillicothe Civic Theatre hereby certifies that this version of the Constitution and By-Laws was duly adopted by the Chillicothe Civic Theatre Executive Board on the 6th day of November 2022.

John R. Manasco – President

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Attachment A
REVISION LOG

November 6, 2022

This amendment of November 6, 2022, supersedes and replaces the amendment of November 4, 2018.

November 4, 2018

This amendment of November 4, 2018, supersedes and replaces the amendment of November 15, 2015.