



THEATRE OF DARE, INC **BY-LAWS**

ARTICLE 1 **Name**

Section 1. The name of this organization is The Theatre of Dare, Inc. (hereinafter called TOD). TOD is a non-stock, nonprofit 501(c) 3 corporation organized under the provisions of Chapter 55A of the General Statutes of North Carolina, as amended, entitled a Non-Profit Corporation Act.

Section 2. TOD is funded annually through subscriptions, underwriting, a corporate and individual sustaining fund campaign, door admissions, merchandise and refreshment sales, grants, and donations.

ARTICLE II **Mission Statement**

The mission of this organization shall be to study, teach and promote theatre in all its phases: by providing a practical yet experimental environment for the creative artist and technician; by creating and presenting quality productions in a professional manner that will offer a challenge to the talents and skills available in the community; and ultimately by providing entertainment and enlightenment of the viewer through use of dramatic form.

TOD strongly supports racial and cultural inclusion, provides opportunities for youth to participate in arts education in the community, and provides reasonable accommodation for the special needs of its audiences to the fullest extent available at its venue.

ARTICLE III **Membership**

A voting member is an individual who, in the (12) months preceding the Annual Meeting shall have:

1. Participated in the onstage or backstage efforts of at least ONE TOD production -OR-
2. Served in the Front of House capacity at least FIVE times.

ARTICLE IV **Directors and Officers**

Section 1. **Number**: TOD shall have a Board of **nine (9)** Directors (hereinafter referred to as the Board).

Section 2. Election of the Board: The officers shall be President, Vice-President, Secretary, and Treasurer. Board members are elected for a three (3) year term. Board members may serve for only two (2) consecutive terms and will be eligible to serve on the Board again after one (1) year absence. The officers may serve consecutive terms. Absentee ballots may only be accepted for the Annual Meeting if a **Board** member cannot attend the meeting in person or by virtual means. The ballot must be given to the President in a sealed envelope prior to the Annual Meeting. **Members** of TOD may not submit an absentee ballot. Members must be physically or virtually present for their vote to be held accountable.

Section 3. Nominations: The Nominating Committee shall present to the Board a slate of proposed nominees, with prior approval of the nominees, for all Board vacancies fifteen (15) days prior to the Annual Meeting. A prospective Board member shall be advised of the position to be filled, responsibilities entailed and the length of the term of office. Nominees will be required to give a short presentation to the current Board and voting body present at the Annual Meeting as to their qualifications and electability to the Board..

Section 4. Meetings: The Board shall hold regular meetings. Special meetings may be held at any time upon the call of the President or two (2) other Board members. Notice of the time and place of all meetings, both regular and special, shall be given by the Secretary or the President to each Board member by verbal notice at least 48 hours before a meeting, or by written or electronic notice from the Secretary, mailed or transmitted at least five (5) days before a meeting. Board members must attend at least $\frac{3}{4}$ of the number of regularly scheduled meetings in each year.

All meetings should occur at the physical location of the Theatre of Dare unless circumstances require otherwise.

Section 5. Quorum: A quorum of the Board shall consist of at least five (5) Board members. If less than a quorum is present, the President shall adjourn the meeting and advise the members present of the time and date of the rescheduled meeting. The Secretary shall advise the other Board members. Voting may be done in person or virtual.

Section 6. Majority Action: Should Board action be necessary between meetings, the President, or in the President's absence the Vice-President, may poll the Board for a majority decision. Written or electronic consent to the action in question shall be submitted by all Board members approving the action and filed with the minutes of the Board, whether done before or after the action is taken. Copies of any majority action shall be transmitted to all Directors within seven (7) days following such action. Reports of virtual decisions must be presented to the Secretary for inclusion in the monthly meeting minutes.

Section 7. Vacancies: Should a Board member resign or otherwise depart from the Board (with the exception of the succession for the Office of President (see Article V, Section 4), the Board shall elect a voting member of TOD to serve in place of the departing Board member until the next annual meeting. At the next annual meeting, the voting members present shall elect a replacement Board member to serve the remaining unexpired term, if any.

Section 8. Removal from office: For good cause shown, but only after the opportunity to be heard, a Board member may be removed by vote of the quorum of the Board.

ARTICLE V Duties of the Board of Directors

Section 1. Management: The Board shall have general management and control of the business, property, and affairs of TOD and may exercise all powers with regard thereto including the allocation of available funds in direct conjunction with the Business Director. Decisions of the Board regarding all matters not subject to vote by the voting members shall be final. The Board may enter into contracts for programs, labor, materials and equipment germane to the operation of TOD. Such contracts to be legal shall have the approval of the majority of the Board members and shall be signed by the President, the Treasurer, or Business Director.

- a. **Business Director's Duties & Compensation**: Responsibilities include operation of the TOD's theater, organization of events, policy recommendations and implementation, facility upkeep, marketing, data capture, legal compliance and public relations. The Business Director manages TOD volunteers. The Business Director must be professional, approachable, energetic, an enthusiastic leader, and supporter of the performing arts. The Business Director must be action-oriented, able to respond in a fast-paced environment, skilled at prioritizing, written and oral communication skills, time management skills, an in-depth knowledge of planning and budgeting, and delegation skills. Must be able to work with diverse constituencies. Salary and bonus will be provided and evaluated by the Board on an annual basis.
- b. **Board Members Must:**
 - I. Be available to represent TOD in any fashion related to the business of Theatre of Dare.
 - II. Participate in ALL productions whether Front of House two (2) times or as part of the Production Team.
 - III. Strike at least four (4) productions
 - IV. Be available to keep up with the Board virtual chat
 - V. Attend no less than $\frac{3}{4}$ of the meetings whether in person or virtual

Section 2. Insurance and Bonds: The Board is authorized or permitted by law to purchase and maintain insurance on behalf of any person who is a Board member and/or officer of TOD against any liability incurred by them arising out of their position. The Board is authorized to purchase and maintain insurance for TOD property up to its replacement cost. The Board shall purchase a Surety Bond for the Treasurer.

Section 3. Duties of the President: The President shall preside over all Board and Annual Meetings, is senior administrative officer, is an automatic member of all standing committees (except the Nominating Committee), and, in conjunction with the Business Director, make all committee chair and other appointments of TOD. The President shall be in charge of purchasing all rights, royalties, and scripts for each production TOD produces in its fiscal year.

Section 4. Duties of the Vice-President: The Vice-President shall assume the Office of President in the event of death, disability, or resignation of the President. In the event the Vice President is not available to serve as President, the Board will meet and elect a new President. The Vice-President shall make recommendations to the Board when changes to the current By-laws appear warranted, and perform administrative and such other duties as may be assigned by the President. The Vice-President shall coordinate and reach out to those who have and may sponsor TOD in a fiscal year.

Section 5. Duties of the Secretary: The Secretary shall prepare and keep a record of the minutes of all Board, Special, and Annual Meetings, give notice of meetings as provided in these By-laws, have custody of all books, records, and papers of TOD, other than financial records, attest legal documents when necessary, and have custody of the corporate seal. The Secretary shall prepare, as necessary, correspondence as directed by the President, is custodian of the correspondence files, and shall perform such other duties as may be assigned by the President. The Secretary shall make sure that all electronic files (Google Drive) are kept in order and accessible at all times.

Section 6. Duties of the Treasurer: The Treasurer shall work hand in hand with the Business Director to receive and disburse all TOD funds and shall keep an accurate and detailed record of all receipts and disbursements. The Treasurer shall be a member of the Budget and Finance Committee and oversee preparation of the annual budget. The Treasurer's records shall at all times be subject to inspection by any member of the Board. All checks issued shall be signed by one (1) of the following: the Treasurer, the President, or the Business Director. Payment of bills shall be made only when accompanied by a receipt or a written, signed statement. The Treasurer shall make a report at each regular Board meeting. The Treasurer shall be in charge of all items related to the acquisition of scholarship recipients and keeping these documents updated and current.

ARTICLE VI Committees

Section 1. Standing Committees: The Board may provide for such standing and ad hoc committees and give all such committees as it may approve such duties and oversight as it deems prudent. The President shall designate the Chair of each standing and ad hoc committee constituted by the Board, except the Nominating Committee. Members may serve on each Committee. The following shall be standing committees of TOD: Budget and Finance, Membership and Promotions, Nominating, Technical, Communications and By-laws.

Section 2. Budget and Finance Committee: The President, Treasurer, Business Director shall constitute a Budget and Finance Committee to annually submit a proposed budget to the Board prior to the new Fiscal Year. The budget shall be balanced and shall show anticipated income and estimated expenditures. The committee will provide oversight of all TOD financial affairs. The Treasurer shall not chair this committee.

Section 3. Membership and Promotion: The Vice-President shall chair the Membership and Promotions Committee. And, with Board approval, shall implement the annual ticket subscription campaign, sponsorships, and plan and implement promotional ideas to increase

ticket sales during the performance year, and perform such other duties as may be assigned by the President. The Committee shall also submit to the Board recommendations to increase voting membership and attendance at general meetings.

Section 5. Technical Committee: The Technical Committee shall research, consult on behalf, and advise the Board on any issues regarding lighting, sound, and set designs and materials. The Committee shall also submit to the Board recommendations for technical aspects of the theater and productions at general meetings. As well as keep up with TOD property with a year inventory of items.

Section 6. Communications Committee: The Communications Committee shall include the webmaster, who is a member of the Board and at least one other member. This committee will deal directly with The Business Director on all items pertaining to the website, press releases, and newsletters generated for the public.

Section 7. By-laws Committee: The By-laws Committee shall annually or when requested, conduct a review of the By-laws enabling TOD to be responsive to changing conditions. The committee shall consist of any Board member and at least one other member. Drafts will be prepared of proposed by-law amendments for presentation to the Board and the general membership.

*Each committee shall include the Business Director so that working order is kept, tasks are on point, and pertinent information is recorded and acknowledged.

ARTICLE VII **Finances**

Section 1. Fiscal Year: The fiscal year of TOD shall begin on September 1 and extend through August 31 of the following year.

Section 2. Budget Approval: The Board, at a meeting prior to September 1 of each year, shall review and approve the Fiscal Year Budget submission of the Budget and Finance Committee.

Section 3. Budget Amendment: The Board may by majority vote amend the budget as long as the budget remains balanced and sufficient funds are left to cover anticipated needs.

Section 4. Audit: An outside independent auditor shall complete an audit of TOD finances every third year, beginning with the fiscal year ending 2003.

Section 5. Bids: Section 5. Bids: A minimum of two (2) bids shall be obtained on purchases over \$5000.00. When bids cannot be obtained, or it is inappropriate to do so, the purchaser shall prepare a written justification for sole source procurement. .

ARTICLE VIII **Annual Meeting**

Section 1. Date and Purpose: The Annual Meeting of TOD shall be held in May within two weeks of the conclusion of a production season each year at Theatre of Dare's physical

location unless deemed otherwise by the Board. Said meeting shall be to elect new Directors, and to transact such other business as shall properly be brought before the members by the Board or by a member from the floor. Absentee ballots may only be accepted for the Annual Meeting if a **Board** member cannot attend the meeting in person or by virtual means. The ballot must be given to the President in a sealed envelope prior to the Annual Meeting. **Members** of TOD may not submit an absentee ballot. Members must be physically or virtually present for their vote to be held accountable.

Section 2. Notification: The voting members shall be notified of the time and place of such meeting by the secretary, by **electronic means** or US Postal Service, at least two (2) weeks before the Annual Meeting.

Section 3. Quorum: Voting members present and voting at the Annual Meeting shall constitute a quorum.

Section 4. Order of Business: The order of business at the Annual Meeting shall be:

- Call of meeting to order
- Approval of minutes of last Annual Meeting
- Treasurer's report and report of the Audit when applicable
- Reports of Officers and Directors as requested by the President
- Report All Committees and election of Directors
- Unfinished business
- New business
- Adjournment

ARTICLE IX TOD Properties and Assets

Section 1. Use of TOD Properties: All TOD properties are for the sole use of TOD productions or for other productions approved by the Board. The use of any equipment purchased through grants shall be subject to the terms of said grant. A Release of Liability form will be completed for any properties loaned to others. Such property loaned must have Board approval.

Section 2. Inventory: TOD shall keep up-to-date inventory and accountability records as required for audit, grant and insurance purposes.

Section 3. Compensation: No part of the property, assets, or income of TOD shall inure to the benefit of any officer, Board member, voting member, or other private person except that TOD shall be authorized to pay reasonable compensation for services rendered, with Board approval.

Section 4. Property Storage: All TOD property shall be stored at a Board approved facility.

ARTICLE X Amendments to the By-Laws

Section 1. The Board shall have power by a three quarters majority of the fully constituted

Board, and with a simple majority vote of the voting members present and voting at a meeting, to amend, rescind, or alter, in whole or in part, the By-laws of this corporation.

Section 2. Amendments may be proposed in writing by a member of the Board or by petition to the Board by five (5) voting members of TOD. Proposals shall be submitted to the Board through the By-law Committee, at least thirty (30) days before the meeting at which they are to be voted on. Notice of the proposed amendment(s) shall be by **electronic means** or mailed by US Postal Service, to voting members two (2) weeks prior to the meeting.

ARTICLE XI **Policies**

The Board shall have the power by vote of a simple majority of the Board members to make, alter, amend, or rescind policies of this corporation. These policies shall be attached to the Bylaws. A Membership guide will be distributed to onboarding members that will discuss our mission, expectations, and guidelines of Theatre of Dare at the first meeting of each production..

ARTICLE XII **Parliamentary Authority**

Robert's Rules of Order, newly revised, shall govern all procedures.

ARTICLE XIII **Dissolution**

Section 1. Dissolution of TOD shall be accomplished by a three quarters majority vote of voting members present and voting at the Annual Meeting or a Special Meeting called for that purpose.

Section 2. Upon dissolution, after all debts and liabilities of TOD have been paid, the remaining property and assets of TOD shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIV **Validity of By-Laws**

These By-laws supersede and replace in their entireties the By-laws and Constitution existing and applicable to the operation and activities of the Theatre of Dare, Inc.

If any section, subsection, sentence, clause or phrase of these By-laws is for any reason held to be invalid, such decision shall not affect the validity of the remaining portions of these By-laws.

TOD By-laws 2023 edition