

*Owasso Community Theatre Company*

# BYLAWS

## **Article I: NAME**

The name of this corporation is Owasso Community Theatre Company, hereinafter called OCT or the corporation.

## **Article II: PLACE OF BUSINESS**

The principal place of business of OCT shall be the city of Owasso, Tulsa County, Oklahoma.

## **Article III: MISSION**

Our mission shall be to produce meaningful theatrical productions which speak of the human condition to both the hearts and minds of the community of Owasso, allowing participants to gain technical skills and the means to gracefully express themselves with clarity and confidence.

No part of the net earnings of OCT shall benefit, or be distributable to, its members, trustees, or officers, except OCT shall be authorized to pay reasonable compensation for services rendered, in addition to make payments and distributions in furtherance of the mission as set forth herein.

No substantial part of the activities of OCT shall be carrying on propaganda, or otherwise attempting to influence legislation, or intervene in any political campaign on behalf of any candidate for public office.

In the event of the dissolution of OCT, all monies, property, and physical assets of the corporation shall be distributed for any worthy purposes in accordance with a majority of the votes cast at a final meeting of the membership called for that purpose.

## **Article IV: PARTICIPATION**

A. Participation is open to all interested persons, without regard to gender, age, race, creed, handicap status, sexual orientation, citizenship, or national origin. Participants who are fourteen (14) years of age or older may vote. Participants younger than 14 may not vote, but shall be accorded all other benefits.

B. The annual meeting of OCT shall be held in the City of Owasso at such time as fixed by the Board of Governors, but no later than March 30 of each year [as the fiscal year begins April 1], for the purposes of electing new directors for the coming year, considering amendments to these by-laws, and for the transaction of all other business that may be brought before the meeting. Notice of the annual and any special meetings, starting time, place and probable business, shall be made to all members at least ten working days before the meeting.

C. Special meetings of OCT may be called as desired by the Board of Governors. All meetings shall be held in the city of Owasso, unless unusual circumstances warrant a different location.

D. The Board of Governors, by a two-thirds vote, may bestow honorary memberships for faithful or special services.

E. The president, or in his absence, the senior elected officer present, shall preside at meetings of OCT, and the secretary or "assistant" secretary shall be the secretary at all such meetings.

## **Article V: BOARD OF GOVERNORS**

A. The control of OCT shall be vested in a nine member Board of Governors. Governors shall serve three-year staggered terms, with three governors elected annually at the yearly general membership meeting. A governor may serve consecutive terms. At the discretion of the Board of Governors, it may increase the size of the board by allowing to be elected at the general membership meeting an additional governor each fiscal year until the board reaches the desired size.

B. Any person of good standing who is at least fourteen years-old is qualified to serve as a governor.

C. Candidates to the Board of Governors will be chosen by a nominating committee selected by the president one month in advance of the annual meeting. Qualifications of all nominees shall be available at the annual meeting in advance of balloting.

D. The Board of Governors shall conduct, manage, and control all of the affairs and business of OCT, and shall make rules and regulations not inconsistent with the laws of this State, or the bylaws of this corporation, and generally shall supervise and regulate any and all activity of the corporation.

E. The president shall call a meeting of the Board of Governors within 10 days of the annual meeting, for the purpose of electing the officers of the Board of Governors. The governors shall also establish other regular meetings at stated intervals. Special meetings of the Board of Governors shall be held whenever called by the president or by application in writing of any two governors. All meetings of the Board of Governors shall be open to all members.

F. If the office of any governor or officer of the Board of Governors becomes vacant, the remaining governors, by majority vote, shall elect a successor who shall hold office for the unexpired term. Said successor shall be eligible for nomination and election to a following full term.

G. The Board of Governors shall have the power to declare the office of governor vacant and thereafter appoint a successor whenever:

1. A governor is permanently absent or absent for such periods of time as to make it impossible to discharge the duties of governor; or

2. A governor ceases to be a member; or

3. A governor fails or refuses to discharge the duties of his office and the remaining governors determine by a three-fourths vote that such disability exists; or

4. A governor is absent from three regularly scheduled meetings, without sufficient reason as determined by the Board of Governors.

A governor under consideration for removal shall be notified by mail not less than five days before the next regularly scheduled meeting.

## **Article VI: OFFICERS**

A. The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, all of whom shall be selected only from the Board of Governors, and in addition such other officers to be selected from the participants in such manner and at such times as the Board of Governors may determine.

B. The four above-named regular officers shall constitute the executive committee of the corporation and during such times as the Board of Governors are not in session, shall exercise all powers subject to ratification and approval by the Board of Governors.

C. The officers shall perform the duties ordinarily belonging to their respective offices and such other duties as the Board of Governors shall from time to time direct.

D. The president, vice-president, secretary, and treasurer shall be elected from the Board of Governors by the Board of Governors at their first called meeting following the annual membership meeting.

**Article VII: COMMITTEES**

A. The Board of Governors shall have the power to create standing and ad hoc committees pursuant to fulfilling the mission and purposes stated herein.

B. The president shall appoint the chair and members of such committees subject to the approval of the Board of Governors.

**Article VIII: POLICIES AND PROCEDURES**

The Board of Governors may from time to time establish, terminate, or modify policies and procedures, which are to serve as detailed guidelines for the operation of the corporation. In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board of Governors, to be reflected in the minutes.

**Article IX: AMENDMENTS**

These bylaws may be amended by a majority vote of the Board of Governors, subject to ratification at a regular or special meeting of the general membership. Notice of the proposed ratification shall be mailed to all members not less than five days before the meeting.

**Article X: PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Revised*, shall govern this corporation, except insofar as they may be inconsistent with these Bylaws.

*Revised March 2006*