



SOUTH CAROLINA THEATRE ASSOCIATION

BY-LAWS

Article I. Name

This organization, the name of which is established in its certificate of incorporation as *South Carolina Theatre Association*, may be referred to in these bylaws and elsewhere as SCTA.

Article II. Membership

Section 1. Organizational Membership Except as provided in this section, organizational membership in SCTA shall be open to any group interested in theatre in South Carolina. An exception to open organizational membership may be established by any division, provided that the terms under which such organizational membership is limited are approved by the Board of Directors. Organizational membership shall include annual individual membership dues for one designated delegate who is entitled to one vote at any meeting of the membership. (11/10/2018)

Section 2. Individual Membership Individual membership in SCTA shall be open to any person interested in theatre in South Carolina. Each individual member shall be entitled to one vote at any meeting of the membership.

Section 3. Student Membership Student membership in SCTA shall be open to any full-time student enrolled in any university, college, High School, middle, or elementary school. Student members may not hold office and shall have no vote.

Section 4. Honorary Membership Honorary membership may be conferred on any individuals who have become distinguished in their efforts for the welfare of SCTA and/or theatre in general. Nominations for honorary membership may be presented to the Board of Directors by any member. The Board of Directors shall have authority to confer honorary membership. Honorary members may not hold office and shall have no vote. (11/10/2018)

Section 5. Membership Dues Dues for the several types of membership shall be established annually by the Board of Directors in accordance with the needs of SCTA. Annual dues shall be payable as of July 1 of each year. Members whose dues are not paid by the time of registration at the annual business meeting shall be dropped from the membership roll. (11/10/2018)

Article III. Board of Directors

Section 1. Board of Directors The SCTA Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer, the immediate past president, the chair of each division (5 divisions), and no less than (9) nine nor more than (15) fifteen at large positions elected three to five each year for three-year terms. (11/10/2018)

Section 2. Board of Directors Meetings Meetings of the Board of Directors may be called by the President and shall be called upon the written request of three members of the Board. Forty percent (40%) of the Board of Directors shall constitute a quorum providing that previous notice has been provided to all Board members in advance of the meeting. (11/10/2018)

Section 3. Purpose The Board of Directors shall have general supervision of the affairs of SCTA between its annual business meetings. It shall review the actions of the Executive Officers, and shall establish Rules of the Association covering matters not determined in the Articles of Incorporation or the bylaws. The Board shall be subject to the orders of SCTA, and none of its acts shall conflict with action taken by SCTA. (11/10/2018)

Section 4. At-Large Members The nine to fifteen At-Large Board Members shall be representatives of the constituents through both geographic areas of South Carolina and of a wide variety of theatre interest areas. The At-Large members shall select one At-Large Representative to serve as an Executive Officer prior to the annual business meeting. (11/10/2018)

Section 5. Vacant Offices The Board of Directors is empowered to fill vacant offices occurring between annual business meetings, except the office of President. The office of President will be filled by the Vice-President should it become vacant between annual business meetings. (11/10/2018)

Section 6. Meeting Attendance Any member of the Board of Directors absent from any two board meetings within one service year without acceptable excuse may be discharged by majority vote of the board. The President and Executive Director shall determine excused absences. Members who participate virtually shall be considered to be attending the meetings, including quorum counts and voting. In the case of virtual attendance by audio conferencing, the Secretary (or, when the Secretary is not in attendance, three members physically present) must endorse the identity of the remote participant. (11/10/2018)

Section 7. Board Member Requirement No member shall hold more than one Board position at a time. No one may be a member of the Board of Directors who is not simultaneously a voting member of SCTA. (11/10/2018)

Section 8. Board Voting When specific circumstances warrant, the Board may vote on a motion by virtual or electronic means (e.g. e-mail, video or phone conference, etc.) In such circumstances, the President and Secretary shall be responsible for transmitting the question to the Board members, for establishing a timeline within which voting must occur, for receiving and tabulating responses, and for timely reporting of results to the Board. All members of the Board must be given a reasonable opportunity to vote, and a majority of the entire Board membership is required for the motion to pass.

Article IV. Executive Officers

Section 1. Officers The officers of SCTA shall be a President, a Vice-President, a Secretary, a Treasurer, the immediate Past President, a Division Representative (selected from among the elected Division Chairs), and an At-Large Representative (selected from among the elected At-Large Board members). (11/10/2018)

Section 2. Purpose The Executive Officers, in collaboration with the Executive Director, shall be the administrative, policy-making, and planning body of the organization. The Executive Officers shall report all actions, including those specifically stated in the bylaws, to the Board of Directors, which may overrule any such action or act upon it. (11/10/2018)

Section 3. Meetings The Executive Officers shall meet within one week prior to scheduled Board of Directors meetings. (11/10/2018)

Section 4. Duties The duties of the Executive Officers are as follows:

- The President shall preside at all meetings of the membership; call and preside at meetings of the Board of Directors and Executive Committee; collaborate with the Executive Director to set the agenda for all meetings; regularly report to the organization regarding the state of the organization; appoint special committees as they deem necessary and standing committees as established by the bylaws, Rules of the Association, and Board of Directors; be a member ex officio of all committees except the Nominating Committee; foster relationships with other organizations, foundations, and members that might give support to the organization; perform other such duties pertaining to the president of an organization.
- The Vice-President shall regularly attend all Executive Committee and Board of Directors meetings; oversee convention and year-round Programming for the organization in collaboration with the Executive Director; regularly report to the organization regarding programming; perform the duties of the President when designated to do so by the President or when the President is unable to fulfill such duties.
- The Secretary shall keep a full and accurate record of the proceedings of the Executive Committee, Board of Directors, annual business meeting, and special membership meetings; regularly report to the organization; collaborate with the Executive Director regarding records, reporting, and correspondence.
- The Treasurer shall regularly attend all Executive Committee and Board of Directors meetings; oversee activities related to the investment, finance, and expenditures of the organization; regularly report to the organization regarding financial standing and verify the maintenance of suitable investment of organization funds; collaborate with the Executive Director and Executive Committee to set the annual budget.
- The Past President shall regularly attend all Executive Committee and Board of Directors meetings; serve as ex officio to the Nominating Committee; provide institutional memory and guidance to the Executive Committee and Executive Director when necessary; regularly report to the organization regarding strategic planning and visioning.
- The Division Chair Representative shall represent activities and concerns of the five divisions to the Executive Committee; collaborate with the Executive Director regarding activities of the Divisions; regularly attend all Executive Committee and Board of Directors meetings; regularly report to the organization regarding Divisions proceedings; report back to Divisions regarding the state of the organization.
- The At-Large Representative shall represent activities and concerns of the At-Large board members to the Executive

Committee; collaborate with the Executive Director regarding organization activities and committees; regularly attend all Executive Committee and Board of Directors meetings; regularly report to the organization regarding constituent activities and concerns not otherwise represented. (11/10/2018)

Section 5. Term & Election The officers shall be elected by a majority vote at the annual meeting to serve for **two years**, or until their successors are elected, and their term of office shall begin at the close of the annual business meeting at which they are elected. (11/10/2018)

Article V. Membership Meetings

Section 1. Annual Business Meeting SCTA shall hold an annual business meeting in November at the annual convention unless the date is otherwise ordered by the Board of Directors. (11/10/2018)

Section 2. Special Meetings Special meetings may be called by a majority vote of the Board of Directors. Notice to the total membership shall be provided in writing as to the time, place and purpose of any such special meeting at least fourteen days in advance of said meeting. (11/10/2018)

Section 3. Quorum Ten percent (10%) of the voting members present by registration at an annual convention shall constitute a quorum at the annual business meeting. (11/10/2018)

Article VI. Divisions

Section 1. Divisions Every member, upon paying annual SCTA dues, shall be asked to identify a division of principal theatre interest from among the following:

- Theatre for Youth Division,
- College and University Theatre Division,
- Community Theatre Division,
- Professional Theatre Division, and
- High School Theatre Division.

Each such division shall hold at least one meeting at each annual convention, or division festival, wherein it will elect its own officers and carry out such business as may enhance theatre interest in its own area in South Carolina. *No individual may serve as division chair for more than three consecutive years.*

Section 2. Duties of Division Chairs Division Chairs shall provide leadership for the division they represent, develop interest in their respective areas, regularly attend Board meetings, and provide reports to the Executive Officers prior to meetings of the Board of Directors. (11/10/2018)

Section 3. Division Chair Representative The Division Chair Representative shall serve as an Executive Officer. The Division Chair Representative shall be selected by the five Division Chairs prior to the annual business meeting. (11/10/2018)

Article VII. Nominations and Elections

Section 1. Nominating Committee A Nominating Committee shall consist of a chair, appointed by the President with approval by the Board of Directors, and four members elected by a majority vote at the annual business meeting. Members of the Nominating Committee shall serve a term of one year. All members of the organization are eligible for membership on the committee. Members who have served on the Nominating Committee within the preceding year, shall not be eligible for service on the committee. The Nominating Committee shall not nominate themselves for Executive Officer positions, At-Large positions, or further service on the committee. The Immediate Past President shall serve as an ex officio member. (11/10/2018)

Section 2. Nominating Committee Purpose The Nominating Committee shall select one candidate for each vacancy on the Board of Directors (except division chairs), including one candidate each for the offices of President, Vice-President, Secretary, and Treasurer (in years when appropriate). It shall submit the name of the incumbent Vice-President as its candidate for President. It shall submit the name of the Division Chair Representative as selected by the five Division Chairs. It shall submit the name of the At-Large Representative as selected by the At-Large Board members. The immediate Past President will serve two years as an Executive Officer. It shall submit the names of four members of the Nominating Committee for the next year. (11/10/2018)

Section 3. Nominating Selection Criteria In selecting candidates for officers and directors, the Nominating Committee shall consider, but not be bound by, the desirability of the membership of the Board of Directors being representative of geographic areas of South Carolina and of such areas of theatre interest as theatre for youth, community theatre, college and university theatre, professional theatre, and high school theatre. The Nominating Committee will consult with the Executive Director to solicit nominations. (11/10/2018)

Section 4. Slate of Candidates Publication The Nominating Committee shall publish its slate of candidates to the total membership at least thirty days prior to the annual business meeting. (11/10/2018)

Section 5. Nominations from the Floor After the report of the Nominating Committee to the annual business meeting, additional nominations from the floor shall be permitted, with prior consent of any nominee. (11/10/2018)

Section 6. Elections All elections shall be by majority vote. Proxy or absentee votes may not be cast.

Article VIII. Committees

Section 1. Program Committee A Program Committee shall be appointed by the President, with the approval of the Board of Directors, to begin January 15. This committee, chaired by the Vice-President, shall plan and conduct the program for the annual convention and year-round programming. (11/10/2018)

Section 2. Awards Committee An Awards Committee shall be appointed by the President, with the approval of the Board of Directors, to begin January 15. This committee shall make suitable arrangements to select recipients, and arrange for suitable presentations, of all awards presented by SCTA. (11/10/2018)

Section 3. Nominating Committee A Nominating Committee shall consist of a chair, appointed by the President by January 15, and four members elected by a majority vote at the annual business meeting. Duties of the Nominating Committee include: nomination of a candidate for each Executive Officer position in years when appropriate, nomination of a candidate for each At-Large position expiring, and nomination of four members to succeed the elected members of the Nominating Committee. The immediate past president serves as an ex officio member. (11/10/2018)

Section 4. Other Committees Such other committees, standing or special, shall be appointed by the President, with the approval of the Board of Directors, as they jointly may deem necessary to carry on the work of SCTA. The President shall be *ex officio* a member of all committees except the Nominating Committee. (11/10/2018)

Article IX. Compensation

Section 1. Member Compensation No SCTA member shall receive any compensation for services to SCTA other than reimbursement for expenses incurred in the execution of SCTA business.

Article X. Executive Director

Section 1. Executive Director Position Under the authority granted by the Board of Directors, the Executive Officers may contract an Executive Director with the powers and duties established by the Executive Officers. No such employee may simultaneously be a member of the organization. The Executive Committee shall supervise the operation of the Executive Director, providing reports to the Board of Directors as to the efficiency and financial responsibility thereof. (11/10/2018)

Section 2. Purpose The Executive Director serves as the chief executive of the organization. In partnership with the Board of Directors and the Executive Officers, the Executive Director is responsible for the success and execution of the mission and vision of the organization. The Executive Director will be in attendance at all meetings and events as hosted by the organization. (11/10/2018)

Article XI. Fiscal Management

Section 1. Accounts Paid Accounts shall be paid by the Executive Director. No other officer, committee, or individual is

authorized to pay accounts, promise to pay accounts, or incur any liability on behalf of the organization. (11/10/2018)

Section 2. Fiscal Year The fiscal year shall begin July 1 of each year and end June 30 of the following year. (11/10/2018)

Article XII. Parliamentary Authority

Section 1. Meeting Order The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern SCTA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order SCTA may adopt.

Article XIII. Amendment of Bylaws

Section 1. By Law Amendment These bylaws may be amended at any annual meeting of SCTA by a two-thirds vote, provided that the amendment has been studied by the Board of Directors and has been distributed to all SCTA members at least thirty days prior to the meeting at which it is to be voted upon. (11/10/2018)