

**WAREHOUSE THEATRE GROUP/WAREHOUSE THEATRE COMPANY  
AMENDED BY-LAWS**

**ARTICLE I  
Membership**

- Section 1.** Any person 16 years of age or older shall be eligible for voting who has participated in, or on behalf of the Warehouse Theatre Group within the previous ~~year.~~ **Season.**
- Section 2.** Each member shall be entitled to one vote on all matters coming before the membership. It is anticipated however, that the only matters that will be submitted to the members of the corporation for decision are the annual election of directors, and such matters as amendments of articles of incorporation, mergers, consolidations and dissolution which by law may now or hereafter require action of the membership.

**ARTICLE II  
Membership Meetings**

- Section 1.** The annual meeting of the members for the election of directors and the transaction of such business as may come before the meeting will be held in June of each year at such a date and at a time and place the Board of Directors shall determine.
- Section 2.** A special meeting of the membership may be called by the President when requested by a majority of the Board of Directors, or upon a petition signed by twenty-five (25) members of the theatre. Such meeting must be held within fifteen (15) days of the receipt of said request or petition.
- Section 3.** All members shall be notified of the time and place of all meetings by mailed notice and/or email posed at least seven (7) days prior to said meeting and addressed to the last address on record with the secretary. This shall constitute a reasonable effort to make contact with the membership.
- Section 4.** Ten (10) members shall constitute a quorum at all meetings of the membership.
- Section 5.** Each member present at a meeting shall be entitled to one vote. There shall be no voting by proxy.

**ARTICLE III  
Board of Directors**

- Section 1.** The executive business and prudential affairs of the Warehouse Theatre Group (hereinafter called Theatre) are vested in the Board of Directors. The Board of Directors shall consist of

not more than eighteen (18) members. The eighteen members, all of whom must be members of the Theatre, shall be comprised of the following: President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President; plus a maximum of twelve (12) members at large elected from the membership of the Theatre.

**Section 2.** The Board of Directors is responsible for the full and complete management and control of the Theatre. The duties of the Board include, but are not limited to: establishment of written policies governing the Theatre; determination of season ticketed prices; hiring of staff for the Theatre and other specific duties enumerated hereafter in these By-Laws which are necessary and proper for the successful operation of the Theatre.

**Section 3. A)** The officers of the Board are those enumerated in Section 1. To be eligible for election as an officer of the Board of Directors, the nominees must have served on the Board of Directors within the past twenty-four (24) months on the date of their election. **All officers, except the President, First Vice President, and Second Vice President may hold their particular office for a maximum of two (2) successive terms of one year each and shall thereafter be ineligible for re-election to that particular office until one term of office shall have intervened.** An officer member of the Board, having completed his or her maximum tenure in that position, may be eligible in the next successive year for election as a member at large of the Board. In the event of the death or resignation of the President, the First Vice President shall succeed to that office for the unexpired balance of the term. In the event of the death, resignation or succession to President of the First Vice President, the Second Vice President shall succeed to the office of the First Vice President for the unexpired term of that office. In the event of the death or resignation of both the President and First Vice President, the Second Vice President shall succeed to the office of the President for the unexpired term of that office. In the event of a vacancy occurring in any other office, the Board of Directors shall have the power to fill such vacancy for the unexpired term. For the purpose of determining eligibility for re-election for the office filled for the unexpired term, the successor, if he or she served in such position for more than six (6) months, shall be deemed to have served the entire term.

### **Section 3B.**

- Recommend removing 3B which is redundant.

~~**B) Upon enactment of this paragraph, the President, First Vice President, and Second Vice President shall be elected for a term of one year. At the next annual election of officers the First Vice President shall succeed to the office of President, the Second Vice President shall succeed to the office of First Vice President, and a Second Vice President shall be elected. Thereafter at each annual election a Second Vice President shall be elected and the preceding Second and First Vice Presidents shall succeed to the office of First Vice**~~

~~President and President respectively. All requirements for eligibility and limitations set forth in paragraph A above not in conflict with this paragraph shall apply to the President, First Vice President and Second Vice President.~~

Section 4. A) Persons elected as members-at-large shall serve for three (3) year terms. A member-at-large may be re-elected to a successive term. Where a position as member-at-large has been vacated before expiration of the term, the Board of Directors shall have the power to fill such vacancy for the unexpired term, subject to ratification by the membership at the next annual meeting. For the purpose of determining eligibility for re-election to the Board of Directors as a member-at-large, if the appointee serves less than twelve (12) months before the expiration at the term he or she was appointed to, he or she shall be eligible to serve two successive three (3) year terms thereafter.

B) At the incoming president's request and with Board of Directors approval, the term of the Secretary and Treasurer may be extended annually.

**Section 5.** The Board shall meet at least once each calendar month. Eight (8) members of the Board shall constitute a quorum. A majority of the members present and voting shall be required on all matters, and there shall be no proxy voting.

**Section 6.** A special meeting of the Board of Directors may be called at the President's request or upon request of four (4) members of the Board. Notice of all meetings shall be provided to all Board members. If any member of the Board of Directors shall miss two (2) consecutive meetings during the year without excuse for cause, the Board may request such member's resignation. All meetings shall be open to the membership of the Theatre.

#### **ARTICLE IV Officers**

**Section 1.** The officers of the corporation shall be President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President.

**Section 2.** The duties of the officers shall be such as usually pertain to their respective offices, or are prescribed and assigned to them respectively by the Board and in general shall consist of the following:

**The President:** Shall preside at all meetings of the Board and the membership. The President shall be the chief executive officer of the corporation, and shall carry out, to the best of their ability, the general policy as formulated by the Board and supervise all Theatre

activities as directed by the Board. The President shall automatically serve an additional term as Immediate Past President during the term immediately following their presidency. The President shall preside over all meetings of the Executive Committee.

**The First Vice President:** Shall act for and on behalf of the corporation and shall have all the powers conferred upon the President during the absence or inability of the President to act. The First Vice President shall be a member of the Executive Committee.

**The Second Vice President:** Shall act for and on behalf of the corporation and shall have all the powers conferred upon the President during the absence or inability of the President and First Vice President to act. The Second Vice President shall be a member of the Executive Committee.

**The Secretary:** Shall keep the minutes of the meeting of the Board and of the meetings of the general membership; shall be the keeper of the official records. Shall send all notices or bulletins that may be necessary or proper in the conduct of the corporation affairs, and shall perform such other duties as may be delegated to them from time to time by the Board. The Secretary shall be a member of the Executive Board.

**The Treasurer:** Shall oversee the funds and monies of the corporation which shall deposit in depositories selected by the Board. The Treasurer shall render reports to the members of financial standing of the corporation as the Board shall direct. The Treasurer shall be a member of the Executive Committee.

**The Immediate Past President:** Shall act for and on behalf of the corporation in an advisory capacity. The Immediate Past President shall be a member of the Executive Committee.

## **ARTICLE V Staff of the Theatre**

- Section 1.** A staff may be hired or dismissed by the Executive Committee of the Board of Directors under such terms and conditions as they may deem appropriate subject to the ratification of the Board of Directors.
- Section 2.** The Staff shall carry out the policies and decisions of the Board of Directors.
- Section 3. A) Business Advisory Group:** The Business Advisory Group meets quarterly to examine the stability and growth of the Warehouse Theatre Company as an arts organization and facility manager. Chaired by the Executive Director, the Advisory Group provides non-binding strategic advice to the management of the Company. This Advisory Group does not have authority to vote on corporate matters or bear legal fiduciary responsibilities. Instead, this Group is convened to aid the WTC in:
- a) Developing an understanding of the business, market and industry trends

- b) Provide “wise counsel” on issues raised by owners/directors or management
- c) Provide unbiased insights and ideas from a third party point-of-view (not involved in the operation of the business)
- d) Encourage the development of a governance framework that enables sustainable growth of the company
- e) Monitor business performance
- f) Impose challenges to directors and management that could improve the business.

**B)** Members of this Group will be recruited through the combined efforts of the Executive Director and Board of Directors based upon the perceived expertise of the candidate to provide guidance in the following areas: Capital Campaign Coordination; Financial Advice; Legal Services; Marketing & Communications; Financial & Fundraising Outreach; Business & Management Consultation; Construction-Related Advice; City Operations Advice; Technical Theatre Advice; Patron Services Representation.

**Section 4. A) Executive Director:** An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the Warehouse Theatre Company including facilitation of administration, programs, and the strategic plan of the Company as approved by the Board of Directors. While this may be a salaried position, such salary shall not be guaranteed and will be dependent upon the financial health of the Company as determined by the Board of Directors. Guaranteed funding sources shall be required in order to offer a salary.

**B)** The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as assigned by the President, on behalf of the Board of Directors. These duties may include: chairing the Business Advisory Group; facilitation of capital campaigns, program management, general fundraising, grant writing, marketing, and community outreach, and other duties as necessary.

**C)** The Executive Director is not a director or officer of the Board of Directors, but may attend and participate in board and committee meetings. In addition, the Executive Director facilitates and coordinates communications, policies, and procedures between the Board of Directors and the Business Advisory Group.

## **ARTICLE VI Finances**

**Section 1.** All funds received by the corporation in the course of its business shall be deposited in depositories in the name of the corporation and shall be disbursed for the purposes and requirements of the corporation only by checks or by pre-authorized automatic bank draft (“auto-pay”). Checks, drafts, promissory notes, and other instruments for the payment of money shall be signed by two (2) of the officers of the corporation, provided the Board shall have the right to designate additional members of the corporation whose signature shall be honored in the same manner as that of one of the officers of the corporation. The

corporation shall have the power to accept gifts, donations, bequests, and endowments in the furtherance of the purposes and objects of the corporation, and the Board shall have full power to accept any such gifts, donations, bequest and endowments with such conditions, reservations and qualifications as to them may seem proper. When necessary for the immediate safety and protection of the Theatre, the Executive Director is authorized to approve non-budgeted emergency expenditures; provided, however that the Executive Director shall promptly notify the President of any such emergency expenditures

- Section 2.** Prior to June 15 of each year the President and any three (3) Board members may designate ~~for~~ **from** the general membership a committee composed of not less than three (3) persons to audit the financial records of the corporation and return their report to the Board of Directors for approval or action as the case may be at the first Board meeting following July 1st of each year.
- Section 3.** Any member in good standing of the corporation shall be entitled to examine the financial books and records of the corporation at all reasonable times, and it shall be the duty of the Treasurer to make the same available to any such requesting member at any regular meeting of the Board or general membership when proper written request has been made at least three (3) days in advance of such meeting.
- Section 4.** It shall be the responsibility of the Executive Committee to present to the Board of Directors at their first meeting of each new fiscal year a budget for that year for their approval. Such a budget shall reflect all expected expenditures and may reflect estimated income. It shall be the combined duty of the Director and Producer of each show to coordinate all production related expenses with the Executive Committee, in accordance with the annual budget.

## **ARTICLE VII Committees**

- Section 1.** There is established an Executive Committee of the Board of Directors which shall consist of all current officers of the Board. It shall be presided over by the President and shall meet as he or she deems necessary. The Executive Committee is authorized to carry out the policies of the Board of Directors, and where the Committee deems necessary, to approve expenditures for non-budgeted items not to exceed one thousand dollars (\$1,000). It shall be the duty of the Executive Committee to recommend salaries for theatre personnel. The Executive Committee shall function in whatever other capacities and duties that would otherwise be the responsibility of a finance committee. The Executive Committee may, when the President deems appropriate, meet by telephone conference call or other electronic means. At least four (4) members of the Committee must participate for a quorum.

**Section 2.** There may be established the following Standing Committees:

- a. **Membership/Front of House Committee:** To coordinate and manage all front of house activities including, but not limited to box-office policies and staff, renewal of annual memberships including the ushering policies and staff, and such other front of house and office duties as the President may deem appropriate.
- b. **Nominating Committee:** Appointed annually by the President, subject to approval by the Board of Directors, consisting of **current 1<sup>st</sup> Vice President, Current 2<sup>nd</sup> Vice President, (1)(3)** board members and two (2) non-Board members selected from the membership. **The member of the board and the 2 non-Board members that serve on the nominating committee shall not be eligible for election to office or to the board while serving on the committee.** Only members of the Theatre are eligible for service on the Nominating Committee. Not less than four (4) weeks prior to the annual meeting the Nominating Committee shall submit in writing to the President the names of one or more nominees for each elective office and a suitable number of nominees for the other members of the Board of Directors. All nominees shall be members in good standing. Not less than two (2) weeks prior to the annual meeting all nominees will be published in an official publication of the Warehouse Theatre Company.
- c. **Play Selection Committee:** Shall meet as necessary throughout the year to create-- and submit for Board discussion and approval--a slate of plays and their directors for each successive season.
  1. Submit the annual play list for the coming season to the Board by November of each year.
  2. Arrive at potential seasons using the following filters:
    - A) Appropriateness for the **typical** WTC audience in terms of content and language.
    - B) Balance between classic and modern/new/unusual; dramatic and comedic; “straight play” and musical.
    - C) Fiscally responsible
  3. Generate an expanded list of plays and directors for consideration in building additional seasons for production beyond the next immediate season.
  4. Encourage new directors/producers by pairing them with veteran directors/producers as a means of apprenticeship and **educating (Fixed spelling error)** them regarding WTC policies and expectations.
- d. **Marketing Committee:** Shall be responsible for all areas of communication with the “public” including, but not limited to printed matter, electronic media, and such other arena of public relations the President may deem appropriate.

**\*\*\*Recommend put header over this next paragraph as Section 3**

**Section 3**

Unless otherwise provided, the President may appoint, for a term of one year, the Chairman of each committee, who in turn shall select committee members. Each committee Chairman shall keep a file on his or her Committee. ~~and make an annual report to the Board of Directors.~~ Each Committee Chairman shall receive notice of all meetings of the Board of Directors and attend such meetings or send a representative to the board meeting with a written report. ~~at least upon the President's request.~~ **The Chairman of the each Standing Committees** may establish such subcommittees as they may deem necessary to fulfill the function of that committee.

~~Section 3.~~ **Section 4** The Board of Directors shall have the power to establish such Special Committees as it may deem necessary and any committee so created shall be governed by the provisions of Section 2, above.

**\*\*\*Recommend making this Section 4\*\*\*\***

**ARTICLE VIII  
Elections**

**Section 1.** Nominations to the Board of Directors at the annual meeting may be made from the floor in addition to those presented by the Nominating Committee. Any member in good standing shall be eligible to vote. Not proxy votes will be allowed. The First Vice President, Second Vice President, Secretary, and Treasurer shall be elected separately in that order. If there is not more than one nominee for any office, election may be by acclamation. If more than one candidate is nominated for any office or position, election shall be by written ballot, in which case a plurality vote shall elect.

**Section 2.** These elected at the annual meeting shall assume their position the following July 1st.

**ARTICLE IX  
Plays and Directors**

**Section 1.** The Board of Directors shall, with assistance of the **Play Reading Selection Committee** and such other assistance as its members may deem desirable, select and approve all productions intended for public presentation by the Theatre.



**Section 2. a.** ~~The Board shall elect the directors for each production.~~

**Recommendation:** Remove Section 2, a.. We don't currently elect Directors and this is addressed in Section 2

**a.** The Director shall select a Producer for their production.

**b.** The artistic aspects of each production, ~~subject only to coordination with the Board of Directors and such assistance and advice as may be required of the Board of Directors,~~ shall be the sole responsibility of the director; these include but are not limited to: casting, rehearsal scheduling, set and light design, sound plot, costuming and make-up design, stage blocking, role characterization, and music.

**c.** The non-artistic aspects of each production shall be the responsibility of the Producer; these include, but are not limited to: theatre maintenance (stage, backstage, prop room, make-up room and shop areas), set striking, staffing all areas, and other such duties as the Director may designate. It shall be the Producer's responsibility to select and supervise a full and complete production crew as appropriate for each production.

## **ARTICLE X Fiscal Year**

The Fiscal Year of this corporation shall be from July 1 to June 30. This shall also be its "year" or "season" as defined, for the purchase of season tickets, election of officers, play selection, etc.

## **ARTICLE XI Amendments**

**Recommendation:** Flip Section 2 to Section 1 and Section 1 to Section 2

~~**Section 1 Section 2.**~~ Amendments to these By-Laws shall be made by a two-thirds ( $\frac{2}{3}$ ) favorable vote of the members in good standing in attendance at a regular membership meeting.

~~**Section 2 Section 1.**~~ Proposed amendments must be presented in writing to the President for consideration by the Board at its next meeting. The recommended amendments must then be submitted for vote at the next regular meeting of the membership.

Any subject not covered, area of dispute, or procedure not included herein shall be governed by ROBERT RULES OF ORDER.

These Amended By-Laws adopted as amended June, 2019.  
Previous By-Laws had been updated May 2012.