

1 LITTLE THEATRE OF MECHANICSBURG

2 BYLAWS

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4  
5 ARTICLE I – ORGANIZATION NAME AND LOCATION

6  
7 The name of this organization shall be the LITTLE THEATRE OF  
8 MECHANICSBURG, also known as LTM. LTM is located in Mechanicsburg,  
9 Pennsylvania.

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11 ARTICLE II – PURPOSE

12  
13 The purpose of the organization shall be exclusively educational within  
14 the intendment of Section 501 (c) (3) of the 1954 United States Internal  
15 Revenue Code. The organization shall conduct civic, cultural and educational  
16 programs to promote the highest standards in the production and appreciation  
17 of the theatre arts.

18  
19 ARTICLE III – MEMBERSHIP

20  
21 Any person interested in supporting the aims and purposes of the  
22 organization shall be eligible for membership. Any person having paid annual  
23 dues during the current organization year shall be a member in good standing

24 that year in any one of the membership categories to be determined by the  
25 Board. The rights of membership shall include, but are not limited to the  
26 following: the right to vote at annual meetings; the right to be nominated to  
27 the Board of Governors; the right to petition; and the right to be heard from the  
28 floor. Dues shall be established by the Board of Governors no later than  
29 September 1<sup>st</sup> to be effective for the following year.

30

31 ARTICLE IV – BOARD OF GOVERNORS

32

33 The Board of Governors shall consist of the Executive Committee and  
34 elected LTM members in good standing, but shall not exceed 20 members. The  
35 Board of Governors, herein after known as the Board, will be elected by the  
36 membership at an annual meeting. One must be a member in good standing  
37 at the time he/she assumes the duties of Board member. All elections shall be  
38 governed by ARTICLE VII – ELECTIONS.

39

40 Section 1. The term of a Board member shall be two years. A Board

41 member may succeed him or herself in the same Executive

42 Committee or committee chair position, but shall not serve more

43 than two consecutive terms in that same position unless the

44 extended term is approved by the Board. During a term, an

45 LTM Board member may not serve as a member of any other

46 local theatre board.

47

48 Section 2. The Board shall be responsible for all operations of the  
49 theatre. Operations include, but are not limited to the  
50 following:

51

- 52 a. the sound fiscal management of the theatre;
- 53 b. determining the basic policies of LTM; and
- 54 c. planning and directing a program aimed to  
55 achieve the purposes set forth in ARTICLE II.

56

57 Section 3. The Executive Committee shall be comprised of the  
58 president, vice president, secretary and treasurer.

59

60 Section 4. Any Board member may resign by giving notice to the Board,  
61 the president, or the secretary of the Board utilizing any  
62 commonly accepted form of communication. The  
63 resignation shall take effect at the time specified in such  
64 notice. Board acceptance of such resignation shall not be  
65 necessary to make it effective.

66

67 Section 5. A Board member who fails to attend three consecutive  
68 Board meetings, without exception by the president  
69 or good and reasonable cause as defined by the Board, may

70 be retired upon majority vote of the Board. A board member who  
71 engages in unlawful conduct or conduct which the Board believes  
72 may damage the mission or reputation of LTM may be retired  
73 upon a 2/3 vote of the Board. Committee Chair vacancies shall  
74 be filled by a member in good standing as deemed necessary by  
75 the Board.

76

77 Section 6. Vacancies on the Board shall be filled by a majority  
78 vote of the Board present at a regular or special meeting.

79 Anyone filling a vacancy shall serve in that position for the  
80 remainder of the organization year.

81

82 Section 7. The Board shall have the authority in the name of the  
83 organization to manage funds; borrow money; and to  
84 purchase, sell, lease, mortgage or encumber any or all real or  
85 personal property owned by LTM.

86

87 Section 8. In recognition of outstanding contribution or service to LTM,  
88 “Members Emeriti” may be nominated and shall be elected  
89 by a majority of the members at the annual meeting.

90 Members Emeriti shall serve as ex-officio Board members for  
91 an indefinite term, and with the exception of voting privilege,

92 shall be entitled to all other rights and privileges of such  
93 Board members.

94

95 Section 9. To aid in the smooth transition of leadership, the president leaving  
96 office may, with the approval of the Board, serve a six month  
97 term in the advisory office of Past President. The Past President,  
98 with the exception of voting privilege, shall be entitled to all  
99 other rights and privileges of a Board member.

100

101 ARTICLE V – ORGANIZATION YEAR

102

103 The organization year shall begin on September 1<sup>st</sup> and end on August 31<sup>st</sup>.

104

105 ARTICLE VI – MEETINGS

106

107 Section 1. LTM shall hold an annual meeting of the membership each  
108 organization year. This meeting shall be for the purpose of  
109 electing Board members; to receive annual reports; and to  
110 transact such other business as may properly come before  
111 the meeting. The Board shall set the date of the annual  
112 meeting at the convenience of the theatre, but shall hold the  
113 meeting no later than August 31<sup>st</sup>. The total membership

114 shall be informed of the meeting in writing at least two weeks  
115 prior to the date.

116

117 Section 2. The Board shall hold scheduled meetings once each month  
118 at the convenience of the theatre and with consideration  
119 of production schedules. The president, or in the  
120 president's absence, a member of the Executive Committee  
121 shall preside at each meeting. This will be determined in  
122 order of succession (Vice-President, then Secretary, then  
123 Treasurer).

124

125 Section 3. A meeting shall consist of Board members present. A  
126 quorum is required for the Board to vote. A quorum shall  
127 consist of no less than one member of the Executive  
128 Committee and one-fourth of the total number of Board  
129 members.

130

### 131 ARTICLE VII – ELECTIONS

132

133 Section 1. The election of Board members shall be held at the annual  
134 meeting. A nominating committee shall be appointed by the  
135 president and shall be comprised of no less than three Board  
136 members. The nominating committee shall report

137 recommendations to the Board two months prior to the  
138 annual meeting. Thereafter, the nominating committee shall  
139 notify the membership of the nominations in writing.

140  
141 Nominations will also be accepted from the floor with the  
142 consent of the nominee(s). Elections for any contested  
143 position will be held as necessary. A nominee shall be  
144 elected by a majority of the voting members present.

145  
146 Section 2. To be eligible for nomination to the Board, a nominee must  
147 be a member in good standing at the time he/she is elected,  
148 as described in ARTICLE III.

149  
150 ARTICLE VIII – DUTIES OF THE EXECUTIVE OFFICERS

151  
152 Section 1. The PRESIDENT is the chief executive officer of the  
153 organization, an ex-officio member of all committees, the  
154 chairperson of the Board, as well as the presiding officer at  
155 the annual meeting. The president is responsible for  
156 appointing committee chairpersons as deemed necessary.

157  
158 Section 2. The VICE PRESIDENT assumes the duties of the president in  
159 his/her absence; assumes the responsibilities of the

160 treasurer in his/her absence; and acts as a liaison between  
161 the Board and productions by securing producers for each  
162 production and house managers for every public  
163 performance.

164

165 Section 3. The SECRETARY records the minutes of all Board and  
166 annual meetings; distributes or causes the minutes to be  
167 distributed prior to the next scheduled meeting; maintains  
168 permanent minutes of all meetings; including monthly Board  
169 meetings, annual meetings and any special meetings  
170 sanctioned by the Board.

171

172 Section 4. The TREASURER is responsible for all financial matters;  
173 including but not limited to the recording of receipts and  
174 expenses, financial statements and reports, and related  
175 data and statistics. The treasurer shall be responsible for  
176 and have charge and custody of all funds of LTM; and  
177 shall deposit or cause to be deposited all monies and other  
178 valuable effects of LTM in the name of and to the  
179 credit of LTM in such banks, trust companies or other  
180 federally insured financial institutions as may be designated  
181 from time to time by the Board. Prior to September 1<sup>st</sup>, the  
182 treasurer, in cooperation with the Board, shall establish an



183           annual operating budget, which will include a budget for  
184           each production in the pending season.

185

186

187   ARTICLE IX – COMMITTEES

188

189   Section 1.   Committees shall be determined by the Board to assure  
190           proper and appropriate theatre operations.  Each committee  
191           shall be chaired by a Board member.

192

193   Section 2.   The Executive Committee shall exist to take action that the  
194           Board would normally take when the full Board is not  
195           available.  Each officer shall be officially elected by the Board  
196           at the next scheduled meeting after the annual meeting.

197

198   Section 3.   Each Board member shall serve as a member of a committee  
199           unless exempted by the president.

200

201   Section 4.   The Finance Committee shall consist of the treasurer, who  
202           shall act as chairperson thereof, the vice president, and at  
203           least two other members of the Board.

204

205 Section 5. Ad hoc committees shall be established by the president as  
206 necessary. The size of an ad hoc committee shall be  
207 determined by the Board. Responsibilities of the  
208 committee(s) shall be set forth at the time of its creation and  
209 cease upon completion of set objectives.

210

211 ARTICLE X – INDEMNIFICATION

212

213 LTM shall insure each present and future Board member against all  
214 expenses incurred in connection with any civil or criminal action, suit or  
215 preceding; arising from his or her being or having been a member of the Board  
216 of Governors of LTM. Each such Board member shall be entitled, without  
217 further action on his/her part, to insurance from LTM for all expenses  
218 including the amount of judgments and/or the amount of reasonable  
219 settlements made to decrease costs of litigation incurred by him or her in the  
220 event of such a civil or criminal action, suit or preceding in which he/she may  
221 be included by reason of being or having been an LTM Board member; provided  
222 however, that such indemnity shall not include any expenses incurred by any  
223 such Board member in respect of matters as to which he/she shall be finally  
224 adjudged or determined in any such action, suit or preceding to have been  
225 individually guilty of willful misfeasance or malfeasance in the performance of  
226 his/her duty as such Board member. This foregoing right of insurance shall  
227 apply to the benefits of the heirs, executors or administrators of each such

228 Board member and shall not be exclusive of other rights to which Board  
229 members may be entitled as matter of law.

230

231 ARTICLE XI – PARLIAMENTARY PRACTICES

232

233 In absence of rules in the constitution or in the bylaw of this  
234 organization, Board meetings and annual meetings will be conducted in  
235 accordance with the most current edition of Robert’s Rules of Order.

236

237 ARTICLE XII – DISSOLUTION

238

239 The Little Theatre of Mechanicsburg shall continue until dissolved by a  
240 two-thirds vote of the membership at a special meeting called for that purpose.  
241 Upon dissolution, all of the assets of the corporation, after all expenses and  
242 debts have been paid, shall be distributed at the discretion of the Board to a  
243 similar non-profit educational organization.

244

245 ARTICLE XIII – AMENDMENTS

246

247 Any amendments to these bylaws may be proposed in writing to the  
248 membership prior to the annual meeting to be adopted by a majority vote of  
249 those present. These bylaws may be amended, supplemented or repeated in  
250 whole or part by approval of two-thirds of the voting Board members at any

251 regular meeting of the Board; however, such action shall be valid only until the  
252 next annual meeting unless ratified by the membership as herein provided.

253

254 ARTICLE XIV – RATIFICATION

255

256         These bylaws shall become effective and will supersede all existing or  
257 previous constitutions or bylaws upon approval of the Board and  
258 acceptance in the form of a two-thirds majority vote of the members present at  
259 the annual meeting; provided that all members receive written notice of the  
260 presentation of this document at least one week prior to the annual meeting.