

BYLAWS OF
THE VICKSBURG THEATRE GUILD

ARTICLE I
OBJECTIVES

It is the intended purpose of this set of bylaws to provide a flexible guideline for the prudent operation of the Vicksburg Little Theatre Guild (VLTG), hereafter referred to as the Vicksburg Theatre Guild (VTG) in these bylaws. These bylaws are not intended to be interpreted in a restrictive sense that impairs the prudent, efficient running of VTG by its Board of Directors.

Objects of this corporation, as shown by Charter of Incorporation, are:

To stimulate an interest in local, original, and other dramatic, literary and musical productions, to give the people of Vicksburg, Mississippi, the opportunity to self-expression in the various phases of dramatic activity, to present amateur productions, and to foster professional productions that possess dramatic and artistic merit, to furnish training in acting, stagecraft and playwriting, to provide facilities for the expression of art in the community, and generally to stimulate an interest in the drama.

VTG is organized exclusively for, and limited to, educational and literary purposes as defined in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, by engaging in the activities contained in the preceding paragraph.

No provisions in this document may be interpreted to expressly empower VTG to engage, otherwise than as an insubstantial part of its activities, in activities that are not in furtherance of the exempt purposes stated above.

The assets of VTG must be dedicated to its exempt purposes within Internal revenue Code 501(c)(3) by express provision of this document.

ARTICLE II
MEMBERSHIP

SECTION 1: Residents of Vicksburg, Mississippi, and surrounding areas shall be eligible for membership.

SECTION 2: There shall be several classes of membership, formulated annually by the Board of Directors, in addition to regular and life memberships. These memberships shall be special in nature, i.e. Angel, Patron, Sponsor, or some similar designation.

ARTICLE III
DUES

SECTION 1: Dues for annual membership, life membership, and other classes of membership shall be established by the Board of Directors annually. Life members shall have all rights and privileges accorded an annual member and will be relieved from further payment of annual dues.

SECTION 2: Annual dues are payable at the conclusion of the annual membership meeting in June and should be paid before the end of the run of the first production of the current year.

ARTICLE IV
MEETINGS

- SECTION 1: The annual meeting shall be held no later than the third Monday in June of each year. The election of officers and Board members shall be held, annual report shall be read, and other business which may arise shall be transacted. The criteria for voting shall be one vote per membership.
- SECTION 2: Special meetings of the general membership may be called by any of the Board of Directors upon two weeks' written notice to the general membership and Board approval, which notice shall briefly specify the purpose of said meeting.
- SECTION 3: The Board of Directors shall meet at least once a month at a time and place designated by the President. The President may call special meetings of the Board when necessary.
- SECTION 4: Action by the Board of Directors shall be taken only when meeting as a body in a regular or called meeting with a quorum present. A quorum is hereby defined as at least fifty-one (51) percent of the functions of the Board of Directors.

ARTICLE V
OFFICERS AND BOARD MEMBERS

- SECTION 1: The Board of Directors of VTG shall consist of the following officers: the President, one Immediate Past President, Secretary, Treasurer, "Youth" Member At-Large; and eight Producers or Directors, plus eight Assistants or Associates. The total board membership shall be 21 persons.

All members of the Board of Directors shall be elected for terms of two years, with the exception of the "Youth" Member At-Large who shall be elected for a term of one year. Board members may serve successive terms.

There shall only be one (1) vote per function, with 12 voting positions plus the President for a quorum of seven. The President can cast a vote only as a "tie breaker." Assistants or Associates may vote in the absence of their Director or Producer. If someone holds two positions then they shall have two votes.

- SECTION 2: At least sixty (60) days prior to each annual meeting, the President shall appoint a Nominating Committee. This committee shall be composed of five members, representing the Board of Directors and the membership at large.

A: This committee shall nominate all officers and occurring vacancies on the Board of Directors.

B: Officers and Board members may also be nominated from the membership-at-large providing such nominees are members of the Vicksburg Theatre Guild for the period of their office. Annual dues should be paid before the first meeting in which officer serves.

- SECTION 3: No person shall be considered a nominee for any office, or as a Board member without confirmation of acceptance.

- SECTION 4: Any member may nominate additional candidates for any occurring officer or Board vacancy providing the above eligibility is established. Nominations from the general membership must be received in writing at least two weeks prior to the general membership meeting.

SECTION 5: The election of all officers and Board members shall be by secret ballot.

A: Any officer or Board member may be removed by a secret-ballot vote of at least three-fourths of the Board of Directors for dereliction of duty or for misconduct. Dereliction of duty includes failure to perform duties as assigned in the Bylaws and Policies and Procedures, or for performing those duties in a way that harms the good order of the theatre. Dereliction of duty also includes excessive absences from meetings or theatre activities. Misconduct includes behavior that brings discredit to the Vicksburg Theatre Guild.

B: If a vacancy occurs in any office (Board member or officer), the Board shall choose a replacement from the Board or general membership to fill the unexpired term.

ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors includes all of the elected officers, the immediate past president, and those persons heretofore described as directors or producers.

SECTION 2: The Board of Directors shall have the power to transact all general business of the corporation and to fill vacancies as aforesaid.

SECTION 3: Personnel for administrative assistance may be selected by the Board of Directors at any time to do and handle any such business of the Vicksburg Theatre Guild as the Board of Directors may direct. Said assistants may be paid a salary, to be determined by the Board, for services to be performed.

SECTION 4: It should be understood that the duties described in Article VII are subject to the Board as a whole.

ARTICLE VII
DUTIES OF OFFICERS AND BOARD MEMBERS

SECTION 1: The general duties of officers and Board members shall be:

A: PRESIDENT

1. Shall preside at all meetings of the Board of Directors and all general membership meetings.
2. Shall appoint such committees as necessary and shall be an ex-officio member of all committees with the exception of the nominating committee.
3. Shall have the authority to negotiate, contract for, or sign any document or instrument on behalf of the Vicksburg Theatre Guild upon the advice and consent of the Board of Directors.

B: PRODUCER, MAIN STAGE (1st VP)

Responsible for oversight of main stage productions, ensuring coordination between main stage Directors and Board of Directors

C: PRODUCER, "GOLD IN THE HILLS" (2nd VP)

Responsible for the continuity and quality of the Vicksburg Theatre Guild's production of the melodrama "GOLD IN THE HILLS".

D: DIRECTOR OF MEMBERSHIP (3rd VP)

Responsible for organizing general membership drives and maintenance of the current membership roster.

E: DIRECTOR OF MARKETING (4th VP)

Responsible for public relations that generally promote the objectives of the theatre

F: DIRECTOR OF BOX OFFICE

Shall supervise box office activities for all main stage productions.

G: DIRECTOR OF BUILDING AND GROUNDS

Responsible for proper maintenance of the public and private areas of the grounds, the exterior, and the interior areas of the Parkside Playhouse.

H: SECRETARY

Shall keep accurate minutes of all Board of Director's meetings and shall prepare and transmit correspondence as requested.

I: TREASURER

Shall be responsible for the collection and disbursement of all income belonging to the Vicksburg Theatre Guild.

J: PRODUCER, "FAIRY TALE THEATRE"

Shall be responsible for the continued operation of "Fairy Tale Theatre".

K: "YOUTH" MEMBER AT LARGE

This position shall be held by any VTG member under the age of 21. The primary responsibility of this position is to represent to the Board the feelings and concerns of our "youth" members.

L: COSTUME DIRECTOR

Shall be in charge of storage, construction, and inventory of all VTG costumes.

M: ASSOCIATE PRODUCER, MAIN STAGE

Shall work closely with producer of main stage to ensure quality and financial responsibility of productions.

N: ASSOCIATE PRODUCER, "GOLD IN THE HILLS"

Shall work closely with producer of "Gold in the Hills" to ensure quality and financial responsibility of production.

O: ASSISTANT DIRECTOR OF MEMBERSHIP

Shall work closely with Director of Membership.

P: ASSISTANT DIRECTOR OF MARKETING

Shall work closely with Director of Marketing.

Q: ASSISTANT DIRECTOR OF BOX OFFICE

Shall work closely with Director of Box Office.

R: ASSISTANT DIRECTOR BUILDING AND GROUNDS

Shall work closely with Director of Building and Grounds to maintain VTG assets and property.

S: ASSOCIATE PRODUCER, "FAIRY TALE THEATRE"

Shall work closely with producer of Fairy Tale Theatre to ensure quality, continuity and financial responsibility of Fairy Tale Theatre.

T: ASSISTANT COSTUME DIRECTOR

Shall assist Costume Director.

SECTION 2: The Board of Directors will establish a Policies and Procedures manual in which the specific duties and responsibilities for each board position shall be delineated. The Policies and Procedures manual may be revised as needed at any time with Board approval.

ARTICLE VIII
COMMITTEES

SECTION 1: The President may appoint such committees as necessary to properly discharge the duties of the President and the Board of Directors.

SECTION 2: Committee chairpersons are responsible for the staffing of their committees.

SECTION 3: Each officer or Board member supervising a committee should report on staff, status, plans, and activities of that committee to the Board of Directors on a regular basis.

ARTICLE IX
AMENDMENTS

SECTION 1: Amendments to these Bylaws may be accomplished by the following:

A: Present the proposed changes, addendums, or new amendments to the Board of Directors prior to or during the June meeting of that year.

B: Proposed changes, addendums, or new amendments must be approved by the Board by a majority vote of at least fifty-one (51) percent of those present in favor of the change.

C: A copy of the approved amendments will be available to the membership at the regular annual meeting in June.

D: Proposed changes, addendums, or new amendments will be passed by a vote of three fourths of the membership present at the annual meeting.

SECTION 2: Bylaws and standing rules may be adopted, amended, or replaced at any meeting of the corporation, without previous notice of any intention to do so, provided one-half of the general membership of the corporation is present and ninety (90) percent of those present vote for such adoption, amendment, or repeal.