

# Bylaws

(Last Updated on April 14, 2019)

## ARTICLE I

### Name, Location, and Corporate Seal

**Section 1** — *The name of the Corporation* shall be the "Arlington Friends of the Drama, Inc."

**Section 2** — *The principal office* shall be located in Arlington in the Commonwealth of Massachusetts.

**Section 3** — *The corporate seal* shall be circular in form and have inscribed thereon the name of the Corporation, the word "Massachusetts," and the date "1934."

## ARTICLE II Corporate Powers

**Section 1** — The Corporation shall have all the powers and enjoy all the privileges granted by the laws of Massachusetts to corporations organized under the General Laws.

## ARTICLE III Capital Stock

**Section 1** — *There shall be no capital stock* of the Corporation as set forth in the Agreement of Association.

## ARTICLE IV Membership

**Section 1** — *Members.* There shall be only one class of members. Members shall support the mission and purposes of the Corporation, shall be active in its functions, and pay the annual dues as set by the Board of Directors. Each member shall be entitled to one vote and shall be entitled to attend one performance of each production in the theatre and all general membership meetings. Membership is granted after completion and receipt of a membership application and annual dues.

**Section 2** — *Subscribers.* In addition to members, the Corporation shall have subscribers. Subscribers will pay dues and will enjoy many of the benefits that members enjoy, but they will not be members of the Corporation and will not vote. They shall be entitled to attend one performance of each production in the theatre and all general membership meetings. They shall become subscribers upon completion and receipt of a subscriber application and annual dues.

**Section 3** — *Dues.* The annual dues for members and subscribers shall be in such amounts as may be fixed by the Board of Directors not more often than annually. Annual membership renewal notice shall be sent to all members and subscribers on or before May 15th. The Board of Directors may from time to time offer special mid-season dues arrangements for new members and new subscribers. In no case should these mid-season dues be at a lower rate than that paid by the full season members and subscribers.

**Section 4** — *Applications.* Applications should be presented in writing, or online, to the Membership Secretary and be accompanied by the appropriate dues.

**Section 5** — *Transfer.* Failure to take an active part in affairs of the Corporation shall justify a transfer by the Board of Directors of such members to subscribers.

## ARTICLE V

### Officers, Directors, and Duties

**Section 1** — *The officers of this Corporation* shall be a President, a Vice President, a Recording Secretary, a Membership Secretary and a Treasurer. These officers and six directors, except as otherwise provided in these Bylaws, shall be elected by ballot at the Annual Election and serve for one year or until their successors are elected and qualified. There shall be eleven members of the Board of Directors. The officers of the Corporation together with the six elected directors, one of whom shall be the Box Office Director, one the Technical Director, one the Program Director, one the Publicity Director, one the House Director, and one the Development Director, shall constitute the Board of Directors. This Board of Directors shall have and exercise full control and management of the affairs and business of the Corporation, except such as are conferred by law upon an officer or may be delegated to a committee. They shall have full power to fill all vacancies after consultation with and approval of the Nominating Committee.

## **Section 2 — Duties of Officers**

*President.* The President shall preside at all meetings of the Corporation and at all meetings of the Board of Directors, and perform such other duties as pertain to the office of President. They shall be ex officio a member of all committees except the Nominating Committee.

*Vice President.* The Vice President shall perform the duties of the President in their absence, shall serve as temporary chair of the Nominating Committee, and shall appoint members to and serve as chair of the Special Committees, and shall perform such other duties as may be required by the Board of Directors.

*Recording Secretary.* The Recording Secretary shall keep a full record of the proceedings of the Corporation, report at each meeting, and hold all papers. They shall also keep a full record of the meetings of the Board of Directors, and shall perform such other duties as may be required by the Board of Directors.

*Membership Secretary.* The Membership Secretary shall conduct the correspondence of the Corporation, send out all requisite notices, be responsible for all applications for members and subscribers, and shall perform such other duties as may be required by the Board of Directors.

*Treasurer.* The Treasurer shall have charge of all funds belonging to the Corporation, except such as are in the hands of the Trustees of Special Funds, and shall receive and disburse said funds under the direction of the Board of Directors. They shall keep an account of all receipts and disbursements, and present a report monthly to the Board of Directors and to meetings of the Corporation. They shall present an annual audited report to the Board of Directors and to meetings of the Corporation. They shall pay only such bills as appropriate for the theatre and its productions. They shall have custody of the corporate seal and financial books of the Corporation.

## **Section 3 — Duties of Directors other than Officers**

*Technical Director.* The Technical Director shall have full charge of the stage properties, and shall perform such other duties as may be required by the Board of Directors.

*Box Office Director.* The Box Office Director shall have charge of the ticketing arrangements of productions, and shall perform such other duties as may be required by the Board of Directors.

*Program Director.* The Program Director shall have full charge of producing performances in the theatre, and shall perform such other duties as may be required by the Board of Directors.

*Publicity Director.* The Publicity Director shall have charge of all publicity relating to the Corporation activities, and shall perform such other duties as may be required by the Board of Directors.

*House Director.* The House Director shall have charge of all maintenance, repairs, and improvements to the theatre and its grounds, and shall perform such other duties as may be required by the Board of Directors. *Development Director.* The Development Director shall have full charge of all fund-raising activities, and shall perform such other duties as may be required by the Board of Directors.

Each of the foregoing directors may appoint a committee in their service.

**Section 4 — Term of Office.** Officers and directors shall be elected annually and shall be eligible to serve three successive years in their elected capacity.

**Section 5 — Method of Election.** The Nominating Committee shall select and recommend names of members for officers, directors, trustees, and committees to be voted on at the Annual Election. These nominations shall be distributed to all members at least 30 days before the Annual Election and shall be posted on the bulletin board. Further nominations may be made in writing by any 10 members by sending such nominations to the Recording Secretary at least 15 days before the Annual Election. The Secretary shall mail and/or email with the notice of the Annual Election a list of all nominations made as aforesaid by the Nominating Committee and by 10 members, indicating which are made by the Committee. No ballots for persons other than those nominated as aforesaid shall be received or counted at the election. The election of all officers, directors, trustees, and elective committees shall take place at the Annual Election and they shall be elected by ballot. Only members may hold elective office or serve on the Board of Directors.

## **ARTICLE VI Committees**

**Section 1 — Nominating Committee.** There shall be a Nominating Committee, composed of three members, one of whom shall be a member of the previous year's Board, to be chosen by ballot annually for a term of one year. Members of this committee shall not be eligible to succeed themselves. The members of this committee shall choose their own chair. The Vice President of the Corporation shall serve as temporary chair, and shall call an organizational meeting not more than 10 days after the Annual Meeting and shall preside until a permanent chair is selected, but shall not thereafter be a member of the committee or be present at meetings. This committee shall present nominations for officers, directors, trustees, and committee members to be voted on at the next Annual Election, as set forth in Article V, Section 5 of the Bylaws, and shall consult with the Board of Directors concerning appointments to fill vacancies occurring during the fiscal year and shall have power to approve or disapprove such appointments. The Board of Directors shall have power to fill vacancies on this committee.

**Section 2 — Trustees of Special Funds—Investment Committee.** There shall be a Board of Trustees of Special Funds consisting of three members of the Corporation, to be chosen by ballot in the first instance for terms of one, two, and three years respectively, and thereafter one being chosen by ballot annually to serve for three years and until their successor is elected and qualified. They shall choose their own chair. The Treasurer of the Corporation shall not be eligible to election upon this board. Donations, bequests, or other monies legally restricted to trusteeship

by the terms of the conveyance shall be entrusted to these trustees, and they shall have power to make, change, buy, and sell investments, and manage such other funds entrusted to them by the Board of Directors.

**Section 3** — *Play Reading Advisory Committee.* As soon as may be after their election, the Board of Directors shall meet and appoint a Play Reading Advisory Committee composed of at least three members selected from the membership at large. This committee shall collaborate with the Program Manager in the selection of plays or entertainment for the ensuing year. The Program Manager shall be the chair of this committee. The recommendations of this committee shall be submitted to the Board of Directors in due time for approval or disapproval of such plays or entertainment.

**Section 4** — *Special Committees.* There shall be Special Committees composed of such committee chairs and other advisors as the Board of Directors shall see fit to name. The committee shall be appointed annually by the Vice President, who shall be the chair of this committee.

## **ARTICLE VII Meetings**

**Section 1** — *The Annual Meeting* for the presentation of reports and such similar business shall be held during the month of June at a date

fixed by the Board of Directors. All members and subscribers shall be notified by mail and/or email of the date, time, and place of the Annual Meeting at least 10 days before the date of the meeting.

**Section 2** — *The Annual Election* of officers, directors, Trustees of Special Funds, and Nominating Committee shall take place at a regular Business Meeting of the Corporation in March or April, and they shall take office at the close of business at the Annual Meeting. All members and subscribers shall be notified by mail and/or email of the date, time, and place of the Annual Election Business Meeting at least 10 days before the meeting at which it is to take place.

**Section 3** — *Regular Meetings* of the Corporation may be held as the Board of Directors shall determine and announce.

**Section 4** — *Special Meetings* of the Corporation may be called by a vote of the Board of Directors or by written request for such a meeting signed by 10 members. Upon receipt of such request, the Board shall be required to call such Special Meeting within 30 days after the next Board Meeting. All members and subscribers shall be notified by mail and/or email of the date, time, place, and purpose of the Special Meeting at least 10 days before the date of the meeting. No business other than that business set forth in said notice shall be transacted.

**Section 5** — *A Board of Directors Meeting* shall be held at least once a month between October and May inclusive at such times as the President of the Corporation shall determine.

## **ARTICLE VIII Quorum**

**Section 1** — *Corporation.* Fifteen members shall constitute a quorum for the transaction of business for the Corporation.

**Section 2** — *Board of Directors.* Six members of the Board of Directors shall constitute a quorum.

**Section 3** — *Committees.* A majority shall constitute a quorum of all committees.

## **ARTICLE IX Checks, Contracts, Notes, and Certificates of Indebtedness**

**Section 1** — *The Board of Directors shall designate* which officer or officers or directors shall sign checks, contracts, notes, and certificates of indebtedness, and no person so signing shall be personally liable on such check, contract, note, or certificate of indebtedness when so authorized, and no officer or director other than the person or persons so designated shall have power to bind the Corporation.

**Section 2** — *No member shall purchase* materials or supplies for the Corporation unless authorized by a designated member of the Board of Directors or a person so designated by the Board of Directors.

## **ARTICLE X Authority**

**Section 1** — *Parliamentary authority* for the Corporation shall be Robert's Rules of Order, Revised.

## **ARTICLE XI Productions**

**Section 1** — *The Board of Directors* shall have full authority and power to *determine the time, number, and place* of all productions and performances thereof during the year. No admission fees or other charges shall be made for admission to performances conducted by this Corporation or for furnishing instruction, except to provide for current operating expenses, so that the charging of admissions will not constitute a business activity.

## **ARTICLE XII**

### **Reserve Fund for Maintenance of the Theatre and Theatre Furnishings**

**Section 1** — *Purpose.* To maintain the theatre and theatre property located at 22 Academy Street, Arlington, Massachusetts, in its current state of expected life and utility.

**Section 2** — *Amount of Fund.* The Reserve Fund for the Maintenance of the Theatre and Theatre Furnishings, herein referred to as the Maintenance Fund, shall be maintained at an amount equal to a minimum of \$100,000. In the event that the Maintenance Fund falls below its minimum, in September of each year the Board of Directors shall transfer to the Maintenance Fund the lesser of \$10,000 or the amount necessary to bring the Fund to \$100,000.

**Section 3** — *Control and Responsibility.* The Maintenance Fund shall be separately invested by the Treasurer. All appropriations from the Maintenance Fund shall require the approval of the Board of Directors.

## **ARTICLE XIII Permanent Fund**

**Section 1** — *Purpose.* To provide for the future of the Arlington Friends of the Drama, Inc. by providing for the growth of capital in a restricted fund.

**Section 2** — *Principal.* The principal shall consist of gifts, bequests, and such other monies as the Board of Directors shall appropriate thereto.

**Section 3** — *Earnings.* Current earnings of the Fund may be disbursed by vote of the Board of Directors in accordance with a Spending Rate Policy as adopted by the Board. Earnings remaining in the Fund at the close of the fiscal year shall be added to the principal.

**Section 4** — *Expenditure of Principal.* Disbursement of principal shall require a vote of two-thirds of the members present and voting at each of two successive meetings scheduled at least two weeks apart and duly called by the Corporation. Notice of such meetings shall be sent to the members not less than two weeks before the first meeting.

**Section 5** — *Fund Maintenance.* The Fund shall be separately invested by the Treasurer with the guidance of the Trustees of Special Funds, in accordance with Investment Policies adopted by the Board of Directors.

## **ARTICLE XIV Amendments**

**Section 1** — *These Bylaws may be amended, altered, or repealed* at any Annual or Special Meeting of the members of the Corporation, duly called, by a two-thirds vote of those members present and voting, provided the amendment proposed has been submitted in writing at a previous Regular Meeting of the Corporation, and notice of such proposed amendment shall have been previously sent to each member before the meeting at which the amendment is to be voted upon.