

ROCKVILLE MUSICAL THEATRE

BYLAWS

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be the Rockville Musical Theatre and its principal office is to be located in the City of Rockville, County of Montgomery , State of Maryland .

ARTICLE II - PURPOSES AND AIMS

Section 1. The Organization is a voluntary, incorporated, non-profit association of persons.

Section 2. Said Corporation is organized exclusively for charitable, educational, scientific and entertainment purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 509(a)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. The purposes of the Organization shall be to further the education of and provide entertainment to its members and the community in the area of dramatic arts with specific emphasis being on the art of musical theatre production. In addition, the Organization intends, to the extent income from musical theatre productions exceeds expenses, to provide financial support to educational institutions, and to provide scholarship aid for qualified students who intend to take courses in drama, music and dance, or for other charitable purposes.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of

1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERSHIP

Section 1. Membership shall be open to all persons, without discrimination, who are interested in the mission of the group and are willing to subscribe to the Bylaws.

Section 2. Qualifications for Membership

(a) An expressed interest and willingness to participate in some capacity within the group.

(b) Payment of all dues as required by the current membership program.

Section 3. Duties of Members

(a) Active participation annually with the productions or activities of the Organization.

(b) Promote the company in a positive way to others and within the community.

(c) Punctuality and a professional attitude while participating in any activities of the Organization.

(d) Protection of any property owned, leased, or borrowed by the group which is in their possession.

ARTICLE IV - ORGANIZATION AND MANAGEMENT

Section 1. Functions of the Board of Directors

The property, business and affairs of the Organization shall be managed by a Board of Directors, the main functions of which shall be to:

(a) Set forth all organizational policies and procedures in a standardized fashion.

(b) Conduct the normal business operations of the Organization including approval of administrative and production budgets, and selection of production staff to include Producer, Director, Music Director and Choreographer.

(c) Organize and conduct regular Board meetings.

(d) Organize and conduct yearly election of Board of Directors.

(e) Determine stipend positions and levels. A Board member may not vote related to a stipend issue for which they are being considered or currently occupy.

(f) Select shows for production.

(g) Refuse membership or revoke membership of those not adhering to the Bylaws.

(h) Explore relationships with other groups, individuals, and governmental organizations which may be to the Organization's benefit.

(i) Acquaint the members with the duties and benefits of membership.

Section 2. Board Composition and Responsibilities

The Board of Directors shall be composed of nine (9) members as listed and defined below. All Board members must adhere to the Membership responsibilities as defined in Article III.

President: General oversight of the organization's operation. Plans monthly Board meetings and officially represents the organization.

Vice President/Executive Producer: Serves as a liaison between the Board and the Producers of each show. Oversees production contracts with royalty houses. Presides in absence of President at meetings and performs special duties as assigned by the President.

Treasurer: Keeps the books and pays the bills. Responsible for handling all financial-related activities of the group.

Secretary/Communications Director: Takes minutes at monthly Board meetings. Responds to email inquiries, and phone inquiries if necessary. Serves as website content editor and liaison to RMT webmaster.

Director of Audience Services: Develops outreach programs to new audiences and works to maintain current audience base. Serves as Board liaison to Box Office.

Director of Fundraising and Grants: Implements fundraising activities and develops and pursues grant opportunities.

Director of Membership and Volunteer Services: Manages the membership functions, compiles membership directory and facilitates orientation to new members. Works to build an infrastructure of volunteers.

Marketing Director: Develops and manages publicity and promotion of productions and activities of the organization, including press releases, paid advertisements and audience mailings.

Technical Director: Oversees and coordinates all technical aspects of RMT productions. Oversees the organization's property and equipment within the storage facility.

All members of the RMT Board of Directors must have access to e-mail and must participate in Board-related electronic communications in a timely fashion. This includes having access during non-business hours (i.e. evenings and weekends).

Section 3. Elections

All members of the Board of Directors shall be elected by the paid membership and shall assume office on January 1 following the election. No member who is an officer of another community theatre group may be eligible for membership on the Board of Directors of RMT.

- (a) The method of election (e.g. voting in person, mailed ballot, voting over the internet, etc.) shall be determined annually by the Board of Directors.
- (b) A candidate running unopposed shall be deemed elected without any further balloting or voting.

(c) Terms. Each member of the Board of Directors shall be elected to a two (2) year term with a limitation of three (3) consecutive terms in the same position; this limitation does not include election or appointment to complete a term vacated by a previously elected/appointed officer. To ensure stability on the Board, Board position terms will be staggered so that not all terms expire during the same calendar year. This will require a one-time deviation from the two year term, in that the initial terms of the Vice President, Treasurer, Director of Membership and Volunteer Services, and Technical Director will begin as three (3) year terms, expiring 12/31/2011, for one (1) term only. The remaining five (5) Board positions listed above will begin and stay as two (2) year terms.

Section 4. Board Vacancies

In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member of the Organization to complete the remainder of the term subject to the concurrence of a majority of the Board of Directors.

Section 5. Removal from Office

(a) Any officer who misses four total or three consecutive regularly scheduled Board meetings within a calendar year shall forfeit his or her membership on the Board. Removal from office may be repealed, on a case by case basis, by a two-thirds (⅔) vote of the remaining Board members present and voting at a regular or special Board meeting.

(b) Any officer who is not performing his or her duties as outlined in these Bylaws and interpreted by the Board shall be subject to removal from the Board upon two-thirds (⅔) vote of the remaining Board members present and voting at a regular or special Board meeting. Such officer shall have the opportunity to attend the meeting.

(c) Resulting vacancies shall be filled according to Article IV, Section 4 of these Bylaws.

Section 6. Committees

Committees may be established from time to time to study or cope with special problems. The chairpersons of these committees will be appointed by the President.

Section 7. Production Staff

- (a) Key production staff, including Producer, Director, Music Director, and Choreographer, shall be selected by the Board of Directors according to Article IV, Section 1(b).
- (b) Additional production staff, including designers and crew chiefs, will be appointed by the Producer of each production for the duration of that production. These appointments are subject to the approval of the Board of Directors.

ARTICLE V - MEETINGS AND VOTING

Section 1. Meetings

(a) General Membership Meetings - General membership meetings may be held at a time and place to be designated by the Board of Directors for the transaction of such business as may properly come before the general membership.

(b) Board of Directors Meetings

1. Meetings of the Board of Directors will be held on a regular basis.

2. Members may attend, observe and offer comments during a meeting of the Board of Directors, but only Board members may vote.

3. Unless otherwise specified in these Articles, a majority vote of those present and voting will decide an issue.

4. Five of the nine officers of RMT shall constitute a quorum of the Board of Directors. No business may be conducted in the absence of a quorum.

(c) Minutes of all general and Board of Directors meetings will be available within one week of the meeting date to all members upon request from the Secretary.

Section 2. Voting

(a) Only members in good standing may vote at general meetings.

(b) Voting by proxy at Board or general meetings will be allowed according to the rules for this procedure established by the Board of Directors.

ARTICLE VI - CONTRACTS, LOANS AND BANK ACCOUNTS

Section 1. Contracts and Disbursements

The Board of Directors may authorize any officer or member, in the name of and on behalf of the Organization, to enter into any contract or execute and deliver

any instrument, or to sign or countersign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer or member shall have the power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount. Said authorization must be in writing.

Section 2. Loans

No loan shall be contracted on behalf of the Organization and no negotiable paper in connection therewith shall be issued in its name unless authorized by vote of the Board of Directors. When authorized by the Board of Directors, any officer of the Organization may effect loans and advances at any time for the Organization from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Organization. Such authority may be general or confined to specific instances. Said authorization must be in writing.

Section 3. Deposits

All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select; and for the purpose of such deposit, the President, or any other officer to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts and other orders for the payment of money, which are payable to the order of the Organization.

ARTICLE VII - DISCIPLINARY ACTION

Section 1. Member Suspensions and Expulsions

The Board of Directors shall have the power in its discretion to suspend or expel a member who fails to conduct himself or herself in accordance with these Articles. The Board of Directors shall not take any disciplinary action against a member until; at least ten days notice has been given in writing to the member, or a hearing has been held at a meeting of the Board of Directors to consider such complaint, or at least two-thirds (2/3) of the Board of Directors vote in favor of such action. A notice shall state in detail the complaint against the member, the time and place of the meeting of the Board of Directors at which the complaint will be considered, that the member may make such answer to the complaint as he or she deems fit, and that he or she may attend the Board of Directors meeting

and be heard. If such member is also a member of the Board of Directors, such member shall not be permitted to vote.

Section 2. Effective Date and Appeals

The decision of the Board of Directors in disciplinary matters shall be effective immediately. The Board's decision may be appealed to the full membership at the next general meeting or at a special meeting called for the purpose of considering such appeal; provided that the appeal is filed in writing with the President within ten (10) days of the Board's ruling. The Board's decision shall be overruled or modified only by a vote of three-fourths (¾) of the members present and voting at said meeting.

Section 3. Member Rights

Until the effective date of resignation, suspension or expulsion of a member from the Organization, such member shall have every right and be under every obligation established by these Articles and all rules and regulations issued there under, and thereafter such member shall have no rights whatsoever to any of the assets of the Organization.

ARTICLE VIII - NOTICES AND WAIVERS

Section 1. Notices

Unless otherwise provided in these Articles any notice required to be given under these articles may be given by mailing. Such notices shall be deemed to be given at the time of such mailing.

Section 2. Waivers

Any member of the Organization and any member of a committee of the Organization entitled to any notice under these Articles may waive any such notice.

ARTICLE IX - AMENDMENTS

Section 1. Authorization

These Articles shall be subject to amendment, alteration or repeal by the affirmative vote of two-thirds of the members of the Organization present and voting (or voting by proxy or mail).

Section 2. Notification

No amendment, alteration or repeal of these articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the members for a period of ten days. The membership must be notified either at a general meeting or through mailing of the availability of said amendments.

ARTICLE X - COMPLIANCE WITH STATE LAWS AND REGULATIONS

In the event that any conflict arises between these Bylaws and (1) the laws of any state, or (2) the regulations of any public governmental authority duly empowered by law to issue such regulations, these Bylaws are to be construed in such a manner as to comply with such laws and regulations.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - ACCEPTANCE OF BYLAWS BY MEMBERS

By paying their dues, each member signifies his/her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be promulgated under these Articles, and hereby waives any and all claims and demands of any nature, past, present, and future, against the Organization or any member of the Organization, or any former member, or any officer, employee, committee, or individual for any action taken in good faith pursuant to these Articles.

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