

# **BY-LAWS OF THE TENNESSEE THEATRE ASSOCIATION (revised)**

## **ARTICLE I - NAME**

The name of the Corporation shall be the Tennessee Theatre Association (herein referred to as the Association), a nonprofit corporation organized and existing under the laws of the State of Tennessee.

## **ARTICLE II - MISSION**

The mission of the Tennessee Theatre Association is to unite those persons and groups from throughout the state with a common interest in theatre arts and to further the growth and improvement of theatre of all types within the state.

Further, the Association's mission is to represent the State of Tennessee in all regional, national, and international theatre organizations that it deems appropriate.

## **ARTICLE III - MEMBERSHIP AND DUES**

1. Any individual and organization subscribing to the purposes of the Association may become a member of the Association subject only to compliance with the provisions of these By-Laws. Membership shall be available without regard to race, color, gender, sexual orientation, or national origin.
2. The Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
3. All members in good standing shall be eligible to participate and vote in the Association's business meetings and to serve in any of its elective or appointive positions.
4. Each member shall pay annual dues in the amount to be determined by the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

1. The number of members of the Board of Directors of the Association shall be established by the Board at its first meeting following the annual meeting of the Association. Then number shall be no less than the number of elected members of the Board.
2. The elected membership of the Board of directors will be composed of the following:
  - a. President
  - b. President - Elect
  - c. Eight regional representatives with at least two representatives from each grand division of the state.
  - d. Theatre for Youth Division Chair
  - e. Secondary Schools Division Chair
  - f. College and University Division Chair
  - g. Community Theatre Division Chair
  - h. Immediate Past-President
3. With the exception of the President - Elect, elected members of the Board of Directors shall be elected at the annual meeting of the Association for a term of two (2) years with the Division chairs being elected in the even numbered years by their divisional membership and the regional representatives being elected in the odd numbered years by the full membership of the Association.
4. The President of the Association shall first be elected as President - Elect by the full membership at the annual meeting and serve for the first two years, then shall serve as President the third and fourth year, then shall serve as Immediate Past-president the fifth and sixth year.

5. Permanent Appointed positions on the Board of Directors will be composed of the following:
  - a. Executive Secretary
  - b. Treasurer
  - c. SETC Representative
6. The permanent appointed positions shall be made by the President of the Association - when appropriate - at the first Board meeting following the annual meeting of the membership with the approval of a majority of the Board of Directors present and voting.

Terms of office for the permanent appointed positions are for three (3) years.

7. The President, with the approval of a majority of the Board of Directors present and voting, may at any time appoint other members to the Board of Directors, with a term of office of one year or less - dating from the annual meeting of the membership. Such positions may include, by are not restricted to a. Communications Officer, b. Creative Dramatics representative, c. Theatre students representative, d. Professional theatre representative, e. Historian, f. International theatre representative, g. Minority representative, h. Senior citizen representative, i. Middle school representative, j. Development officer, k. Competitions chair, l. Auditions coordinator.
8. Each member of the Board of Directors - elected or appointed - shall be entitled to one vote unless stated otherwise in this document.
9. When a Director or Officer dies, resigns, or is removed, the Board may elect a Director for the duration of the unexpired term.
10. Any director may be removed from the Board of Director by an affirmative vote of the majority of the Directors present at an official meeting of the Board.
11. No salary or honorarium will be paid to any member of the Board of Directors for services as a member of the Board. Reasonable expenses incurred by the Board membership on Association business may be reimbursed with the approval of the Board.
12. A new interest division of the Association may be added upon presentation of a petition signed by 10 potential members of that division. The division chair, elected by the division, shall sit as an elected member of the Board of Directors. The Board of Directors, at its discretion, may create a new division of the Association.

## **ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS**

1. An annual meeting of the Board of Directors will be held each year for the purposes of appointing Directors. In addition to its annual meeting, the Board of Directors will hold regular meeting at least two (2) times each calendar year at such places as may be designated by the Board.
2. Special meetings of the Board of Directors may be called at any time by the President of the Association or - in his or her absence - by the Executive Secretary, or upon receipt by the Executive Secretary of a request signed by eight (8) or more Directors.
3. Notice of regular, special, and annual meetings will be provided at least five (5) days prior to the day such meeting is to be held.
4. At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the Board. The presence of a majority of the members of the Board of Directors will constitute a quorum at any called, regular and announced meeting.
5. Proxy voting will not be permitted, but a member of the Board who cannot be present for a meeting may assign a delegate to the meeting. The delegate shall have full voting powers at the meeting he/she attends.

## **ARTICLE VI - OFFICERS**

1. The Officers of the Association will be the President, President - Elect, Executive Secretary, Treasurer, and Immediate Past-President.
2. All past presidents of the Board of Directors shall be ex-officio and non-voting members of the Board.

## **ARTICLE VII - DUTIES OF THE OFFICERS**

1. The duties of the officers of the Association shall be as defined by the Board of Directors in the Operating Procedures of the Association.

## **ARTICLE VIII - ELECTIONS**

1. The President shall appoint a Nominating Committee of not less than three (3) members of the Board who shall nominate one (1) candidate for each elective office on the Board of Directors.
2. The Chair of the Nominating Committee shall report its recommendations to the membership at the first annual business meeting of the Association at which time any additional nominations will be accepted from the membership at large.
3. The membership at large shall elect by simple majority one person to fill each elected office from those nominated.
4. If Divisional membership fails to elect a chair of its division, then the Board of Directors shall select a Chair from the membership of the Association.

## **ARTICLE IX - COMMITTEES**

The President or the Board of Directors may designate committees, each of which will consist of at least one (1) committee chair chosen from the Board of Directors and two or more committee members.

Committee members may be members of the Board of Directors or other interested individuals.

## **ARTICLE X - POLICIES AND PROCEDURES**

1. All checks, drafts, and other orders for payment of funds will be signed by such officers or such persons as the Board of Directors may from time to time designate.
2. The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees.
3. The fiscal year of the Corporation will be from July 1 to June 30.
4. Membership in the Association will be from Annual Membership meeting to Annual Membership meeting. At the time of joining the Association, the member must declare membership in only one division of the organization.
5. A member in good standing is defined as one who has paid annual membership dues of the Association.
6. A newsletter shall be published and distributed without charge to all members of the Association.
7. *Robert's Rules of Order, Newly Revised* will be the authority for all questions of procedure not answered in these By-Laws.

## **ARTICLE XI - AMENDMENTS**

1. The Board of Directors may recommend amendments or revision of the By-Laws by a two-thirds (2/3) vote of the members of the Board present at the meeting at which an amendment revision is proposed.
2. Members of the Association may recommend amendment or revision of the By-Laws upon presenting to the Board of Directors a resolution signed by ten (10) or more voting members.
3. When the Board accepts an amendment or revision of the By-Laws as set out above, the membership shall be given written notification of the proposed amendment or revision by mail at least five (5) days prior to the annual meeting.

4. Any number of amendments or an entire revision of the By-Laws as recommended by the Board of Directors may be submitted and voted upon at the annual meeting of the membership and will be adopted at such meeting upon receiving a two-thirds (2/3) vote of the membership present.

## **ARTICLE XII - DISSOLUTION**

Upon dissolution of the Association and after payment of the liabilities of the Association, the Board of Directors will dispose of all of the assets of the Association exclusively for the purposes of the Association or to organizations that are then qualified as tax-exempt organizations under Section 501 (c) (3) of the Internal Revenue code.

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Tom Parkhill  
Executive Secretary