

**C.A.V.O.R.T. INC
BYLAWS**

ARTICLE I NAME

- a) The name of the organization shall be C.A.V.O.R.T., Inc (Conference About Volunteers of Regional Theatres), hereafter referred to as CAVORT.
- b) CAVORT is a not-for-profit corporation, incorporated under the laws of the Commonwealth of Kentucky, Kentucky Revised Statues.

ARTICLE II PURPOSE

CAVORT is organized to strengthen and recognize theatre volunteers and to establish a network for the exchange of ideas, projects, and fundraising activities vital for the support of professional, not-for-profit regional theatres. CAVORT is committed to pursuing a membership which represents our diverse theatre audience.

ARTICLE III MEMBERSHIP

There shall be two classes of membership:

- a) **Theatre membership** shall be open to any professional, not-for-profit theatre regardless of size. Theatre dues are \$50 per year, covering the period January 1 to December 31.
- b) **Individual** membership is open to any individual that supports the purposes of CAVORT and is interested in theatre. Individual membership dues shall be \$15 for the two-year period or part thereof, between each biennial conference. If the individual member is affiliated with a CAVORT member theatre, those dues shall be \$10 for the same time period.

ARTICLE IV BIENNIAL CONFERENCE

- a) **Date:** The biennial conference of CAVORT shall be in even numbered years (unless an exception is granted by the Board), and shall be hosted by a member theatre. The specific dates shall be determined by the host theatre, in conjunction with the CAVORT Board of Directors.
- b) **Selection of host theatre:** The CAVORT Board will decide on the next conference host three years prior to the conference.
- c) **Notice:** Notice of the conference shall be given to each member by mail, email and/or through the newsletter, not less than twelve months before the meeting.

ARTICLE V GENERAL MEETINGS

- a) The general meeting of CAVORT shall be held during each biennial conference, at a date and place determined by the Board of Directors.
- b) Each theatre in good standing (dues paid) shall have one vote, to be cast by the designated representative of that theatre, on matters brought before the membership.
- c) Voting shall normally be by a show of hands, but, upon the request of any member, the vote upon any motion shall be by secret ballot.
- d) All matters put to a vote shall be decided by a majority vote of members present. A tie vote shall be decided by the vote of the President.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1: Role

- a) The Board of Directors shall be responsible for the overall policy and direction of CAVORT. The Board may delegate operational authority to the President and/or to Committees of the Board.
- b) Board members shall receive no compensation.

SECTION 2: Composition

The Board shall consist of:

- a) The Immediate Past President of CAVORT, ex officio
- b) The President Emeritus, if applicable, ex officio
- c) Up to four representatives of the incoming Conference host theatre, which may include the Conference chair(s), the volunteer organization President and theatre staff.
- d) The immediate past Conference host theatre Board representatives
- e) Up to twelve directors-at-large, at least one of whom resides in the Commonwealth of Kentucky.

SECTION 3: Directors-at-Large

- a) Directors-at-large shall be elected by majority vote of the membership during the general meeting at the biennial conference
- b) Directors-at-large shall serve a four-year term, including time served as an elected officer, for a maximum of three consecutive terms.

SECTION 4: Meetings

- a) The Board of Directors shall meet at the host theatre at least once a year, and may meet at an agreed upon time and place if other meetings should be held
- b) Board members shall have written notice of meetings (via mail or e-mail) at least thirty days in advance
- c) The Board of Directors shall convene immediately following the general meeting to elect Officers.
- d) Special meetings of the Board may be called at the request of the President or one-third of the Board. The Secretary shall notify each Board member in writing at least thirty days in advance
- e) As required between meetings, voting on special motions can be done by telephone, mail or e-mail.

SECTION 5: Quorum

The quorum shall consist of a majority of the Board of Directors and be declared before business can be transacted.

SECTION 6: Officers

Officers shall be elected by majority vote of the board of directors at the 1st board meeting following the general meeting.

There shall be four officers of the Board: President, Vice-President, Secretary and Treasurer.

Officers are elected for a two-year term, with a limit of two consecutive terms in the same position.

When an officer has at least two years remaining as an elected board member, he/she may serve a third two-year term as an officer by simple majority vote of the board.

A board term may be extended to allow an officer's term to be carried out to the limit of 2 terms or 4 years, regardless of total years served on the board, by simple majority vote of the board.

The duties of the Officers are:

- a) **President:** Convenes and chairs regularly scheduled Board meetings. The President also presides at the General Meetings at the biennial conference. The President serves on the Board in the capacity of Immediate Past President when his or her term expires.
- b) **Vice-President:** Assumes the responsibilities of the President, when the President is not able to perform his or her duties

- c) **Secretary:** Keeps records of Board actions, takes minutes at all Board meetings, sends out meeting announcements, distributes copies of minutes and the agenda to each Board member and ensures that corporate records are maintained.
- d) **Treasurer:** Sends dues notices to the membership, collects dues and follows up as appropriate. Makes a financial report at each Board meeting, assists in the preparation of the budget, helps develop fundraising plans, and makes financial information available to the Board and to the membership.

Section 7: Resignation, Termination and Vacancies

- a) A resignation from the Board must be made in writing and sent to the Secretary
- b) A Board member may be removed for cause by a three-fourths vote of the Board
- c) When a vacancy due to resignation or termination on the Board exists, the President may appoint a member to serve the unexpired term.

ARTICLE VII COMMITTEES

The Committees of the Board include: the Executive Committee, the Nominating Committee, the Conference Committee, the Membership Committee, and Special Committees as may be determined by the Board.

- a) **Executive Committee:** The Executive Committee shall consist of the four Officers, the Immediate Past President and the incoming chair(s) of the Biennial Conference. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- b) **Nominating Committee:** The Nominating Committee shall be constituted before each Biennial Conference. The President shall appoint the Chair of the Nominating Committee at the non-conference year Board meeting. The Chair will in turn appoint two other Board members. The Nominating Committee will endeavor to identify a slate of candidates for the Board of Directors from a variety of theatres, both in terms of size and location. The Committee will present the slate of candidates to the membership to vote at the biennial general meeting.
- c) **Conference Committee:** The Conference Committee is made up of the representatives of the theatre hosting the next Biennial Conference. The Conference Committee is responsible for maintaining the CAVORT website and publishes CAVORT Newsletters as required.
- d) **Membership Committee:** The Membership Committee shall be constituted after each Biennial Conference. The President shall appoint the Chair of the Membership Committee, who in turn shall appoint other members. The Membership Committee is responsible for developing a strategy for membership recruitment until the next conference. All members of the Board are expected to actively support the membership drive.
- e) **Special Committees:** The Board can create Special Committees as required. The President shall appoint all Special Committee Chairs. A Special Committee will automatically be disbanded on completion of its mandate and submission of its final report to the Board.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by a two-third majority vote of the Board of Directors. Proposed amendments shall be submitted in writing to the Secretary. The Secretary will distribute them with the written notice of the Board meeting.

ARTICLE IX PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of all meetings.

ARTICLE X DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the United States Internal Revenue Code, or corresponding section of any future

United States tax code, or shall be distributed to the United States government, or to any state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

These Bylaws were approved at a meeting of CAVORT Inc membership on April 6, 2002.

Article III was amended in May 2008, through an e-mail vote of the Board of Directors.

These Bylaws were further amended at a meeting of the CAVORT Board of Directors in May 2009.

Further amendments were made at a meeting of the CAVORT Board of Directors in April 2012.

Amendments to Article 2 Purpose and Section 3B approved by CAVORT Board of Directors Oct. 2014.

Revisions to Section 6 were approved at a Board of Directors meeting on Oct. 11, 2018.

CAVORT STANDING RULES AND POLICIES

Financial Guidelines – The CAVORT cycle is the approximate two-year period between one conference and the next conference.

During the cycle, the host theatre shall receive the following funds from the CAVORT bank account:

- All theatre dues collected (\$50 per calendar year)
- All individual dues collected for the two-year cycle (\$15 or \$10) once the CAVORT biennial budget needs have been met.
- All individual donations that are designated by the donor to be used directly for the conference

The CAVORT treasurer and the host theatre conference chair will develop a plan for sending/receiving the funds.

In the event there are remaining funds once the host theatre has settled all of its conference expenses, the host theatre has the discretion to determine how to disperse those remaining funds. If the host theatre decides to give the funds to CAVORT, the Board will determine the disposition of those funds.

Adopted in April 2011

Amended October 11, 2018

Past Presidents – All past presidents, after having served their terms as Immediate Past President, shall have the option of attending Board of Director meetings and serving on committees of the Board.

Adopted in April 2012

Adopted October, 2013

Adopted October, 2014