**GOSHEN COMMUNITY THEATRE, INC.**

**BY-LAWS**

**ARTICLE I – NAME**

The legal name shall be Goshen Community Theatre, Inc. It is a charitable non-profit Wyoming Corporation. It is a voluntary charitable organization of persons interested in amateur, non-remunerative theatre.

**ARTICLE II – PURPOSE**

**Section 1**: **Statement of Purpose**

1. Notwithstanding any other provisions of these articles, Goshen Community Theatre, Inc. is organized exclusively for the following purposes: literary, theatrical, and/or educational purposes, as specified in section 501c (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501c (3) of the Internal Revenue Code of 1954.

**Section 2:** **Restrictions**

1. No substantial part of the activities of Goshen Community Theatre, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation (except otherwise provided by Internal Revenue Code 501h). Goshen Community Theatre, Inc. does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE III – MEMBERSHIP, VOTING ELIGIBILITY,**

**RUNNING FOR OFFICE**

**Section 1: Membership**

1. Membership is open to all interested persons without regard to their race, gender, religion, color, national origin, disability, age, protected veteran status, sexual orientation, gender identity, genetic information, creed, ancestry, political belief, or any other applicable protected category. Individuals must be 18 years of age or older to be eligible for membership.
2. A person may become a member by paying the required dues to the Treasurer. The Board will determine the dollar amount of dues. Dues are payable when a person joins Goshen Community Theatre, Inc. and after that, yearly.
3. With paid membership, members are entitled to:
4. Free Tickets to GCT Productions based on donation level, see appendix.
5. Recognition in each production program
6. An optional Junior Membership for persons under the age of 18 may be made available at a reduced rate and include the following:
7. One (1) free ticket per show being produced within that one (1) year season of Goshen Community Theatre, Inc.
8. Recognition in each production program.
9. No member may act as a representative of the organization without explicit approval of the Board.
10. Any member may be removed either with or without cause by a 2/3 vote of the Board of Directors at any regular meeting or special meeting of the Board of Directors.

**Section 2: Voting Eligibility**

1. Only members holding valid voting membership of thirty (30) days or more may vote, nominate, be nominated or be elected to the Board of Directors.
2. Dues will be considered to have been paid when the Treasurer has received them. In the event that the dues of a member are not properly given to or recorded by the Treasurer, the member shall be determined to be eligible to vote and run for office if it is found that he/she made a good faith effort to pay his/her dues on time.
3. Junior Members do not have the right to vote or run for a Board Member position.

**Section 3: Running for Office**

1. Members who wish to run for a position on the Board of Directors must submit a letter of intent by May 31st in order to enter the upcoming election.
2. Elections will be held by June 25th of each year and newly elected Board Members will begin their duties on July 1st of the same year.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1: Titles**

The Board of Directors for Goshen Community Theatre, Inc. (GCT) must include the core offices: President, Vice-President, Secretary and Treasurer, and may include Historian, Fund-Raising Director, Educational Liaison, Public Relations Director, two general members, and one at-large member.

**Section 2: Election of Board of Directors**

1. The Board of Directors, with the exception of the at-large member, shall be elected by the General Membership and will serve a three (3) year term.
2. Board members may be re-elected to another term. Any vacancy occurring on the Board shall be temporarily filled by appointment by a majority vote of the Board for the remainder of the vacated unexpired term.
3. The At-Large Board Member will be appointed each year by the President, with the approval of the Board, for a term of one (1) year.
4. Elected Board members must be at least 18 years of age.
5. The election of officers shall take place at the first meeting of the Board of Directors following annual voting of the general membership.
6. The officers of this organization shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified.
7. The Board may add such other Board positions as the affairs of the organization may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 3: Board Meetings**

1. The number of Board Members necessary to constitute a quorum shall be one (1) more than half the members of the Board serving. When voting, each member shall have one vote.
2. The Board shall meet at least quarterly. Special meetings may be called by the President at any time, or by at least five (5) or more Board Members upon five (5) days written notice to other members of the Board.

**Section 4: Duties**

The duties of the Board of Directors are as follows:

1. The President, subject to the control of the Board, shall in general, supervise and control the business and affairs of the Corporation.
2. Duties of the President include:
3. Preside at all meetings of the Membership and Board of Directors.
4. Appoint special committees as required, with approval of the Board.
5. Mail the annual report to the Membership with the donation letter by July 15 of each year.
6. Sign, with the Secretary, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed.
7. Perform all other duties incidental to the office of the President and such duties as may be prescribed by the Board.
8. Co-sign with the Treasurer, all checks drawn on the funds of the Corporation.
9. Duties of the Vice-President include:
10. Preside over meetings when the President is not able.
11. Organize all Election and Membership events.
12. Chair committees assigned by the President or the Board.
13. Fulfill the duties of President if the President can no longer act in such capacity, until the position can be temporarily filled by the Board.
14. Duties of the Secretary include:
15. Handle all necessary correspondence of the Corporation.
16. Keep the minutes of the meetings of the Board of Directors and General Membership.
17. See that all notices are duly given to Directors and members of their respective meetings in accordance with the provisions of these By-Laws or as required by law.
18. Be custodian of the corporate records, with the exception of the financial records.
19. Sign, with the President, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or these By-Laws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed.
20. Perform all duties incidental to the office of Secretary, including performing the role of parliamentarian at all meetings and other such duties as may be assigned to the Secretary by the President or the Board.
21. Oversee the production of ballots and information for elections to the Board as directed by the Vice President.
22. Duties of the Treasurer include:
23. To have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected by the Board.
24. Prepare and present a monthly financial report to the Board, and prepare and present a yearly report to the General Membership.
25. Prepare or have prepared, a true statement of the Corporation’s assets and liabilities as of the close of each fiscal year, all in responsible detail. This statement shall be made and filed at the Corporation’s designated location in the State of Wyoming and kept at said office for a period of at least ten (10) years.
26. Perform all duties incidental to the office of Treasurer, including those duties that may be assigned to the Treasurer by the President or the Board.
27. Work with the President to submit to the current show Director a budget for up-coming productions and up-date the Director during rehearsals on budget status.
28. Arrange for an annual internal audit to be conducted by the President, Treasurer and two (2) individuals from the General Membership or a Certified Public Accountant. The Board of Directors may recommend additional audit procedures as deemed necessary.
29. Duties of the Historian include:
30. Keep an accurate record of any production, both photo and written.
31. Ensure all scrapbooks and photo albums are stored in the GCT office.
32. Prepare and mail to the membership a newsletter, detailing GCT events and productions. This should also be posted to the GCT website and Facebook page.
33. Duties of the Educational Liaison include:
34. Be responsible for organizing educational outreach activities.
35. Act in capacities as appointed by the President or the Board.
36. Duties of the Director of Public Relations include:
37. Be responsible for accurate, properly timed, and correct advertisements of, and personal appearances for, all productions.
38. Be responsible for ticket printing, ticket sales, ticket taking, ushering and official programs.
39. Duties of Director of Fund Raising include:
40. Be responsible for seeking and writing of or appointing an individual to write grants, along with any required follow up or recording
41. Be responsible for general fund raising activities and such events as decided upon by the Board
42. At-Large Board Member –
43. Act in capacities as appointed by the President or the Board.

**ARTICLE V – PLAY PRODUCTION**

**Section 1: Director**

1. The Director of a production shall have complete control over the production and presentation of the play, subject to the following:
2. Casting for regular season productions shall be open to the general public. Auditions shall be publicized two (2) weeks prior to occurring. GCT members shall receive audition information one (1) month before auditions are held.
3. In the event the Director chooses not to, or cannot fulfill his/her commitment, he/she must relinquish his/her duties to the Board. No show may be removed from the season without the consent of the Board.
4. Complimentary ticket policy, other than those stated in these By-Laws, shall be a joint decision between the Director and the Board.
5. Refer to GCT Handbook for all other policies regarding play production

**ARTICLE VI – AMENDMENTS**

**Section 1**: **Procedure**

These By-Laws may be amended or repealed, and new By-Laws adopted by the following procedure:

1. The proposed change(s) in the By-Laws shall be presented in writing at any regular Board meeting. Those Board Members not present at said meeting shall have proposed changes mailed to them.
2. A vote of two-thirds of the Board Members then holding office at the next regular meeting shall adopt the change.
3. For the purpose of this Article only, Board Members may in writing, give their proxy to the Secretary or the President.

**Section 2**: **Restrictions**

The Board shall have no power to adopt By-Laws which:

1. Prescribe quorum or voting requirements for action by Board Members different than those prescribed by law.
2. Allow the Corporation, or any Board Member, officer, employee or agent thereof, on behalf of the Corporation, to engage in any activity which is inconsistent with the non-profit community, and cultural purposes of the Corporation.
3. Permit or authorize any activity by the Corporation, or any Board Member, officer, employee, or agent thereof, on behalf of the Corporation, which would not be permitted to be carried on:
	1. By a Corporation exempt from federal income tax under Section 501c(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or
	2. By a Corporation, contributions to which are deductible under Section 170c(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE VII – DISSOLUTION**

**Section 1**: **Authorization**

Authorization for the dissolution of the Corporation shall be effected in the following manner:

1. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting either special or regular, of the general membership.
2. Written notices stating the purpose of such meeting is to consider the advisability of dissolving the Corporation shall be sent to each member entitled to vote at such a meeting in the manner set forth in these By-Laws.
3. The resolution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the members present.
4. Upon members’ adoption of the resolution, the Corporation shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them pursuant to a resolution duly adopted.

**Section 2: Distribution of Assets**

1. No plan of distribution of assets may be adopted which allows such assets to be distributed in any manner or to any organization(s) other than in such a manner which disposes of all assets of the Corporation exclusively for the purpose of all corporation, or to such organizations or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time of dissolution qualify as an exempt organization or organizations under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).