

**THE UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY SOUTHWEST  
REGIONAL SECTION, INC. BY-LAWS (Revised January 2015)**

**Article I – Name and Officers**

**Section 1 Name.** The name of this organization is the United States Institute for Theatre Technology, Southwest Regional Section.

**Section 2 Office.** The principal office of the organization shall be located at such place in the Southwest Region as the Board of Directors may, from time to time, determine.

**Article II – Purposes and Limitations**

**Section 1 Purposes.** The primary functions of this organization are to disseminate information, and facilitate communication for the professional development of its members, and to encourage the performing arts as a right rather than a privilege for all the peoples of the Southwest Region and of the United States. This is a not-for-profit organization, organized and operated exclusively for charitable, educational, and scientific purposes, as a legally chartered section of the parent organization, The United States Institute for Theatre Technology, and in furtherance thereof and for no other purposes shall:

- a. Encourage research and investigation in the field of theatre planning and design, construction, equipment, aesthetics, presentation, and operations;
- b. Combine and conserve the records of such studies and investigations and make the same available to the members of the organization;
- c. Publish and disseminate the results of studies undertaken within the scope and purposes of the organization;
- d. Assist in the establishment of contact between members of the organization for the better interchange of knowledge in the various fields of theatre;
- e. Encourage good practices and the development of education in the field of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation, based upon the experience of those engaged in the theatre on all levels;
- f. Provide representation and participation in local, state, regional, national and international conferences, assemblies, and other gatherings where matters of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation are discussed;
- g. Extend and develop participation and cooperation with those arts which are closely related to the technologies of theatre;

**Section 2 Limit of Activities.** This organization shall not engage in activities which are not in furtherance of its stated purposes nor in opposition to the grounds for exemption from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

**Section 3 Limit of Earnings and Influence.** No part of the net earnings of this organization shall inure to the benefit of any private member or individual. No part of the activities of the organization shall be for the purpose of carrying out propaganda or otherwise attempting to influence legislation nor shall it participate or intervene in any political campaign for or against any candidate for public office.

### **Article III – Membership, Dues, Membership Meetings, and Voting**

**Section 1 Membership Classes.** The members of the organization shall consist of persons, corporations, partnerships, and unincorporated associations interested in furthering the arts and sciences of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation. There shall be multiple classes of membership with varying rights and membership dues as the Board of Directors may designate from time to time. Each member shall be entitled to one vote. If the member is a corporation, partnership or like entity, one person shall be named to vote on the member's behalf.

**Section 2 Dues.** The Board of Directors shall establish dues for each class Section 2 Dues. The Board of Directors shall establish dues for each class of membership. The Board shall be empowered to change the dues structure from time to time as it may deem necessary.

a. Payment. Dues are payable annually with membership effective January 1st through December 31st.

b. Failure to Pay Dues. Failure of a member to pay the established dues of his level of membership within sixty (60) days after the date due shall result in suspension from rights of membership in the organization, and, if such dues are not paid within ninety (90) days after the date due, membership in the organization shall cease and terminate.

### **Section 3 Meetings.**

a. Annual. The annual meeting of the members of the Southwest Regional Section shall be at the National USITT Conference or at the place designated by the Board of Directors. Written notice of the place of the annual meeting shall be given by the Secretary to each member, by e-mail and posted on the website, not less than thirty (30) days before the meeting. At the annual meeting, members shall transact such business as may come before the meeting and receive the annual report of the organization.

b. Special. Special meetings of the members of the Southwest Regional Section may be called in the following ways:

1. By the President of the Southwest Regional Section;

2. By a majority of the Board of Directors;

3. By the filing, with the Secretary, of a written request for such a meeting by ten-percent of the membership.

c. Quorum. At all meetings of the members of the Section, twenty (20) percent of all voting members shall be present as certified by the Secretary to constitute a quorum necessary to conduct business. In the event of a failure to achieve a quorum, those present, if they so choose, may proceed informally but without the power to adopt resolutions.

d. To resolve points of procedure, Robert's Rules of Order shall be consulted.

**Section 4: Voting.** At all meetings of the members of the Southwest Regional Section, each voting member present shall be entitled to one (1) vote. Except as otherwise indicated herein or required by law, a majority of the votes cast at any meeting at which a quorum is present shall be the act of the members. Any member who wishes to vote on an agenda item and who cannot be present at the meeting may submit his/her vote on the question in writing to the Secretary at least 5 days prior to the meeting.

**Section 5: Electronic communication**

a. Electronic communication such as telephone conferencing and video conferencing can be used for non-regular meetings of the board of directors of the section as long as a certifiable quorum of the board is present, and all present can be clearly identified by every other member present. All other regular meetings of the board of directors must have a certifiable quorum, as defined, present in person to conduct the business of the organization.

b. Email usage. Emails concerning policy and board issues should not be used for subjects that require extensive communication or have the need for in depth discussion. Email discussion should be a way of providing non-controversial information and clarifying information or decisions that have already been in discussion of the board.

Email voting should only be used when the physical meeting of the board is rendered impossible or very difficult. Voting by email must include a motion and a second before discussion can be held. There must be a time line given for response, and a time line given for the vote.

**Article IV – Officers and Board of Directors**

**Section 1 General – Officers.** The officers of the Southwest Regional Section shall be:

- a. President
- b. President-Elect (beginning with the start of the President’s 3<sup>rd</sup> year in office)
- c. Vice-President for Membership
- d. Vice-President for Communications
- e. Vice-President for Programming
- f. Vice President for Development
- g. Secretary
- h. Treasurer
- i. Treasurer-Elect (beginning at the start or the 3<sup>rd</sup> year of the Treasurer)

All officers shall be members in good standing in the Southwest Regional Section as well as members in good standing in the national USITT.

Officers shall be elected by the membership of the Section as specified in Article V, Section 2. Any officer may be removed at any time by the affirmative vote of two-thirds of all the members of the Board of Directors at a regular or special meeting.

All vacancies occurring among the officers shall be filled in the manner prescribed by Article V, Section 5. No officer of the Section shall receive any salary or compensation for services as an officer of the Section.

**Section 2 President.** The President shall preside at all meetings of the members, the Board of Directors, and the Officers and perform such duties as by tradition pertain to the office of the President. The President shall have general charge of the activities of the Southwest Regional Section. The President shall keep the Board of Directors fully informed with respect to the activities of the Section and shall freely consult with the Board.

The President shall be the Officer assigned to general administrative responsibilities.

The President shall delegate such responsibilities as s/he sees it where such delegation is to the best interest of the Section.

The President shall be responsible for representing the Section in dealings with the parent organization, USITT national, and with other organizations.

The President shall appoint all committees except as may be specifically designated otherwise herein.

**Section 3 The President Elect.** The President-Elect, to be elected in alternate years, shall succeed to the presidency following the President's second year in office. S/he shall have those duties as assigned by the President and the By-Laws and shall serve in this office for a term of one (1) year. S/he shall be an ex-officio member of all committees on which the President sits as an ex-officio member.

**Section 4 The Vice-President for Membership.** The Vice-President for Membership shall assist the President and, in the absence or incapacity of the President, shall perform all functions of the President. The Vice-President for Membership shall be the officer responsible for the general coordination of all levels of membership, and liaison.

The Vice-President for Membership shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 5 The Vice-President for Communications.** The Vice-President for Communications shall be the officer responsible for dissemination of information to the membership. This shall involve the development, maintenance and solicitation of information for publication by means of the USITT-SW website and/or newsletters and other means of communication.

The Vice-President for Communications shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 6 The Vice-President for Programming.** The Vice-President for Programming shall be responsible for the administration of the presentations of the USITT-SW Section, including the Annual Conference, special Symposiums, awards, and the coordination of all programs and presentations.

The Vice-President for Programming shall be the officer that works with the Conference Chair in the area of Commercial Exhibits.

The Vice-President for Programming shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 7 The Vice President for Development.** The Vice-President for Development shall work to organize and collect awards for the yearly student design competition and to develop connections between the institute and the professional theatrical suppliers and artists.

The Vice President for Development shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 8 Secretary.** The Secretary shall record all meetings of the members, the Board of Directors, and the Officers, and shall keep the minutes thereof. The Secretary shall keep and file all records of meetings.

The Secretary shall act as liaison, where written communication is concerned, between the President and the Board members, and the President/Board and the Section members, with USITT on the national level, and with other organizations, as instructed by the President or an Officer.

The Secretary shall notify all members of the organization of special and annual meetings.

The Secretary shall review, with the Treasurer, all contracts entered into by the Southwest Section. The Secretary shall work with the Treasurer and the Vice-President of Membership to keep the listing of all

members and publish a Directory of Members both annually and, where necessary, at the request of the President, Treasurer, Vice-President of Membership, or Board.

The Secretary shall be an ex-officio member of the Committee on By-Laws and an ex-officio member of the Nominating Committee.

The Secretary shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 9 The Treasurer.** The Treasurer shall be responsible for the care and custody of the funds and securities of the Section and, subject to the direction of the Board of Directors, shall be responsible for deposition of same in the name of the Southwest Regional Section, in such banks, trust companies, and safe deposit vaults as the Board of Directors may designate.

The Treasurer shall supervise the collection and receipt of all dues, charges, and other monies payable to the Section, and shall have supervision of the books and records showing all receipts and expenditures. The Treasurer shall provide an annual audit of the books of the Section which shall be presented to the Board of Directors at its Annual Meeting.

The Treasurer shall be responsible for the disbursement of funds in accordance with the budget approved by the Board of Directors.

The Treasurer shall review, together with the Secretary, all contracts entered into by the Section. The Treasurer shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

**Section 10 The Treasurer-Elect.** S/He shall have those duties as assigned by the President and the B-Laws and shall serve in this office for a term of (1) year. S/He shall be an ex-officio member of all committees on which the Treasurer sits as an ex-officio member.

**Section 11 General – Board of Directors.** The Board of Directors shall be fourteen [14] in number (fifteen [15] when there is a President-Elect), plus two [2] ex-officio members. Fourteen [14] of the members (fifteen [15] when there is a President-Elect) must be members in good standing of the National USITT for the year in which they are elected, and for all the time that they serve. The Board of Directors shall be as follows:

a. Officers.

President and Chair of the Board

President-Elect (in alternate years) Vice-President  
for Membership

Vice-President for Communications

Vice-President for Programming

Vice President for Development

Secretary

Treasurer

b. Directors-at-Large. Six (7) Directors-at-Large: Positions One, Two, Three and Four to be elected by the membership. The Director-at-Large Student Only Position Five and Six is to be nominated and elected by the Student members of the Southwest Region exclusively. The Director-at-Large Commercial Only Position Seven is to be nominated and elected by Commercial members of the Southwest Region exclusively.

c. The Immediate Past-President.

- d. Ex-Officio and Non-Voting:  
General Counsel  
Registered Agent

**Section 12 Quorum.** Five voting members of the Board, to include either the President or a Vice-President shall constitute a Quorum for the Board of Directors.

**Section 13 Meetings.** The Board of Directors shall meet at least twice (2) each year: at the site and time of the Annual Meeting of the members, and at least one other time, at a place designated by the President. The President may call other meetings of the Board at a time and at a location determined by him/her and shall inform all members of the Board concerning such meetings at least fourteen (14) days prior to the date of the meeting.

To resolve points of procedure, Robert's Rules of Order shall be in effect and consulted.

Special meetings of the Board of Directors may be called by the written notice of five (5) members of the Board to all voting members of the Board: such notice must be e-mailed to all members of the Board at least fourteen (14) days prior to the date of the meeting.

Between meetings of the Board of Directors, the Officers of the organization acting in concert are empowered to transact business of the Section and act for and in the name of the Board of Directors.

**Section 14 Powers.** The Board of Directors shall have general powers to manage and control the affairs and property of the Section as it may deem proper, not inconsistent with the laws of the States of the Southwest Region, the Federal laws, or with these By-Laws. These powers shall include:

- a. Adoption of rules and regulations for the conduct of all meetings of the Section.
- b. Establishment of the dues structure of the various classes of membership.
- c. Establishment of the policies for services rendered to and rendered by the Section and review and act on all contracts.
- d. Advising the President and the other Officers on all matters relating to the operation of the Section.
- e. Performing other duties as may be prescribed by the By-Laws.

#### **Article V – Nominations and Election Procedures**

**Section 1 Nominations.** Nominations for all Southwest Section elected officers of the organization shall be prepared by a Committee on Nominations.

The Committee on Nominations shall consist of the following persons: Immediate

Past-President (Chair)

President

Two (2) Directors-at-Large (who are not up for election)

Secretary (in odd number years when not up for election)

Treasurer (in even number years when not up for election.)

The first meeting of the Committee on Nominations shall occur at the Annual Meeting of the Section and the Immediate Past-President shall act as the Chair of the committee.

#### **Section 2 Slate.**

The Nominations committee shall create a slate of nominees during the Winter Symposium and will be posted on the website no later than January 30<sup>th</sup>. The slate is subject to addition by petition within 15 days of that date.

The Nominations Committee shall review the qualifications of potential nominees for elected positions on the Board of Directors and present an annual election slate to the membership for voting. The Nominations Committee shall solicit nominations from the commercial members to fill the slate for the Director at Large Commercial position in appropriate years. The Committee shall also develop selection criteria to be used in the recruitment process and assist the Board with filling any vacancies that occur.

Nominees must give their approval in writing in order to have their names placed in nomination.

Ballots—complete with the names and brief biographies of each of the candidates—shall be posted to the website no later than February 20. Voting will take place electronically prior to the membership meeting at the USITT National Convention. The election results will be announced during the membership meeting at the USITT National Convention. A majority of the votes cast shall decide all elections.

**Section 3 Qualifications.** Nominees for all offices shall have been members of the organization, both USITT National and the Southwest Region, for one year prior to their nomination. Nominations for the Directors at-Large shall be selected by the Committee on Nomination to represent as nearly as possible the geographical distribution of members, various phases of theatre and theatre technology, and various spheres of activity of the organization. The Committee shall give careful consideration to demonstrated commitment of the nominees to the section.

**Section 4 Terms of Office.**

All terms of office shall commence at the end of the Annual Conference and the period from Conference to Conference shall be considered a one-year term.

The terms of office for the individual officers shall be as follows:

President	Three years
President-elect	One year
Vice-President for Membership	Three years
Vice-President for Communications	Three years
Vice-President for Programming	Three years
Vice President for Development	Three years
Secretary	Three years
Treasurer	Three years
Directors-at-Large	Two years
Director-at-Large Five (Student)	One year
Director-at-Large Six (Student)	One year
Director-at-Large Seven (Vendor)	Two Years

All terms of office are renewable.

The election of all board members other than Directors-at-Large shall be in a three year rotation as follows beginning with 2012:

Year 1: President- elect, Vice-President for Communications, Secretary

Year 2: President takes office, Vice-President for Development

Year 3: Vice-President for Membership, Vice-President for Programming, Treasurer

In odd-numbered years, the membership shall elect -, Director-at-Large Position One, and Director-at-Large Position Three. The Director-at-Large Position Five and Six (Student only) shall be nominated and elected ONLY by Student members of the Southwest Regional exclusively. The Director-at-Large Position Seven (Vendor only) shall be nominated and elected ONLY by Commercial members of the Southwest Region exclusively.

In even-numbered years, the membership shall elect Director-at-Large Position Two and Director-at-Large Position Four. The Director-at-Large Position Five and Six (Student only) shall be nominated and elected ONLY by Student members of the Southwest Regional exclusively.

The Immediate Past President shall serve during the term of the President who succeeds him/her. In the event that a President resigns immediately prior to the election of a new President and leaves the organization or dies, the Immediate Past-President at the time of the resignation or death will continue to serve during the term of the new President.

**Section 5 Vacancies.** The Committee on Nominations shall submit to the Board of Directors the name of a candidate or candidates to fill a vacancy caused by death, incapacity, or resignation in any office originally filled by the vote of the membership. Existing time periods of notice shall be waived. The President will then fill the vacancy with the proposed candidate, subject to the confirmation of the Board of Directors.

#### **Article VI – Committees Section**

**Section 1: Committees.** Committees of the organization shall be appointed, when practicable, by the President to serve for a one year term of office for the purposes herein designated. The following are the Standing Committees of the Section. Their size, composition, and the presidency shall be determined at the pleasure of the President. The President, during his/her tenure of office, shall have the authority to appoint Ad Hoc Committees Chairs.

- a. Committee on By-Laws. The Committee on By-Laws shall be responsible to review and recommend amendments as necessary to the By-Laws of the Section.
- b. Committee on Nominations. The Committee on Nominations shall be responsible for selecting the annual slate of Officers and Directors to be voted on by the membership (Article V).

#### **Article VII – Publications Section**

**Section 1: Publications.** The Section shall publish and distribute to each member such publications as from time to time seem appropriate.

**Section 2 Advertising.** Advertising may be included which pertains to the general interest of the organization. Advertising rates shall be established by Board of Directors.

#### **Article VIII – Contracts and Business Transactions**

**Section 1 Contracts and Services.** All checks shall be signed by the Treasurer, the President, or such officer or officers as may from time to time be designated by the Board of Directors. All contracts and agreements

and other negotiable instruments and endorsements thereof shall be signed by the Treasurer, the President, or such officer or officers or by such other person or persons so designated by the Board of Directors.

**Section 2 Organizational Earnings.** No member, Director, Officer, or employee, or member of a committee, or person connected with the organization or any other private individual shall receive at any time any of the new earnings of pecuniary profit from the operations of the organization, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the organization in effecting any of its purposes as shall be fixed by the Board.

**Section 3 Fiscal Year.** The fiscal year of the Section shall commence on the first day of January.

**Section 4 Transaction of Business.** The responsibility for the transaction of business of the Section is vested in the Board of Directors, the Officers of the organization acting in concert, are empowered to transact the business of the organization and act for the Board of Directors.

#### **Article IX – Amendments**

**Section 1 Proposal for Amendments.** The By-Laws may be altered, amended, or repealed at any meeting of members of the Section by a two thirds vote of all the members represented either in-person or by proxy, provided that the proposed action is inserted in the notice of such a meeting.

- a. Any proposal for such an amendment shall be in writing and subscribed to by not less than ten (10) members of the section and filed with the Secretary of the Section.
- b. Upon such filing the Secretary shall e-mail a copy of such proposed amendment to each Director and post on the website together with a notice stating the time and place of the meeting to be held to consider such amendment on a date not less than ten (10) and not more than twenty (20) days following the date of such a mailing.

**Section 2 Notice.** The Secretary shall post to the website and e-mail a copy of each adopted amendment as soon as practicable to each member of the section.

**Article X – Registered Agent Section 1 Registered Agent.** Since the laws of the State of Texas require that all incorporated organizations have a Registered Agent— registered with the Secretary of State—the Southwest Regional Section, Inc. must also have one.

**Section 2 Selection.** The Registered Agent should serve as long as is practicable to provide continuity as far as the office of the Secretary of State is concerned. However, if the Registered Agent must be replaced—because of death, retirement from the position, or because of poor performance—the President of the Section should appoint another member of the Section—who is a member of both USITT National and the Section. This appointment must be ratified by the Board of Directors.

#### **Article XI – Dissolution**

##### **DISSOLUTION**

In the event of dissolution of this Corporation, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized

and operated exclusively for such purposes and exempt from Federal Income Tax under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

- a. All records of the organization shall be kept by the Secretary at the time of dissolution for a period of five (5) years, or such period of time as required by the Department of Internal Revenue. Thereafter the important historical records will be archived with the parent organization.
- b. A notice of dissolution must be e-mailed to all of the members in good standing of the Southwest Section at the time of dissolution.

The Texas Regional Section By-Laws Revised and Ratified on 1 June 1988. Various sections of the By-Laws have been revised since that time, and have been incorporated in this document. The 1988 Texas Regional Section By-Laws were ratified on the 20th of June 1988. Reprinted and double columned but not revised, June 1, 1989. Modified 4-90, changing Chairman to Chair, and ratified at the April 25, 1990 Board of Directors meeting. Modified by reformatting without columns but not revised, April 18, 1991. Revised, based upon passing Board written vote and modified 12/10/93. Modified, renaming Vice-Chairs and updating Article IV, Sections 4-6 (approved by the membership at the Winter Symposium, January 22, 2008), and updated to reflect the change of Section name from Texas to Southwest, and reformatted into a MS Word Document and PDF to be published on the USITT-SW website. Modified and revised, based upon ratification by Board written vote, 9/21/2008. --Corresponding Secretary and Recording Secretary change to ONE Secretary position. --Creation of a Commercial level of Membership. --Creation of Director-at-Large Six (vendor only) position. --Updated mail requirements to reflect communication via e-mail and web. --Changed Chair to President and Vice-Chairs to Vice-Presidents. --Clarified Nominating Committee. --Updated nominating dates to reflect current meeting schedules. Modified and revised, based on ratification by the Board vote, 3/9/11.-- Removal of the specific listing of multiple classes of membership; removed the position of Editor of Publications, removed the power of the Board to approve the annual budget and move it to a vote by the membership, removed specific language regarding the committees each board member sits on and the specific duties within each position; abbreviated and cleaned language concerning the election of officers in specific categories; removed the section on projects and research; removed the language specific to the following committees: finance, membership, publications, time and place; removed language concerning the granting of loans, grants, or scholarship, and of making investments with the institute's funds; simplified the language concerning the dissolution of the organization. Added Article III, Section 5 concerning electronic communication. Revised 3/29/12 to change the President, Vice Presidents, Treasurer and Secretary's terms from 2 to 3 years, Add a second Student Director-at-Large and to adjust election of officers to reflect the new terms. Revised formatting, clarification of terms and correction of spelling for publication, 2015. January 2018 amendment to allow election communication for non-regular board meetings.