

FREMONT COMMUNITY THEATRE
and
LITERARY SOCIETY, INC.
CONSTITUTION

ARTICLE 1: NAME & CHARTER

- A) The name of the organization shall be the FREMONT COMMUNITY THEATRE AND LITERARY SOCIETY, INC.
- B) It is a corporation chartered "Not for Profit" under the laws of the State of Ohio.

ARTICLE II: AIMS & PURPOSES

The purpose of this organization is to provide a medium through which the members may readily study and practice dramatic art and, by their efforts, stimulate a greater appreciation of such art on an educational level within the community and surrounding area.

ARTICLE III: QUALIFICATIONS FOR MEMBERSHIP

- A) All persons 18 years of age or older who are interested in the purpose of the organization and will abide by its constitution and by-laws and meet all financial obligations, up to and including the current season, shall be considered members in good standing.
- B) Any member who is not in good standing shall not be elected to any office or appointed to any committee or participate in any production.
- C) Members in good standing may participate in all activities of this organization.
- D) All members shall identify a personal electronic communication method by which to receive time sensitive written notice, and shall provide and keep current a mailing address for additional correspondence.
- E) Any member may be terminated through notice by the board of trustees for non-payment of debt, or for any misconduct or cause deemed reasonable after a hearing and subsequent two-thirds majority affirmative ballot vote.
 - 1. The termination of membership shall be final and conclusive, unless within 30 days thereafter, such member has filed a written appeal with the secretary of the organization.
 - 2. In case any such appeal is taken, such member shall have the right to present their case to the members at the next business meeting and the member may be reinstated by a 75% affirmative vote of the members present and voting.
 - 3. Reinstatement in subsequent organizational years requires a two-thirds majority affirmative vote at a general membership meeting.

ARTICLE IV: OFFICERS AND BOARD OF TRUSTEES

- A) The officers are responsible for supervising and carrying out the day to day operations of the organization under authority delegated by the board of trustees. The four officers of the organization shall attend all board meetings but shall only have voting privileges in ballot votes. Additionally:
 - 1. PRESIDENT: The president shall coordinate and supervise day to day operations, preside at all general meetings and shall be present at all board meetings and represent the organization whenever necessary.

2. VICE PRESIDENT: The vice president shall, in the absence of the president, assume his/her duties; and in the event of the resignation of the president serve as president until action of the board of trustees is taken, followed by a vote of the membership.
3. SECRETARY: The secretary shall be responsible for and shall keep correct and complete minutes of the membership and board meetings including applicable books and records.
4. TREASURER: The treasurer shall be the custodian of the monies and securities of the organization.

B) The Board of Trustees have overall responsibility and decision making powers for the activities of FCT thus they jointly oversee the officers and decide FCT's operations and strategies. The five trustees shall attend all board meetings and shall have voting privileges in yea/nay votes and in ballot votes. Additionally:

1. The board of trustees shall consist of five members: four elected by the membership, plus the immediate past president of the organization to serve a one year term.
 - a. Should the president resign before completing a first or second term, he/she forfeits the privilege of serving on the board.
 - b. In the event of the president serving two consecutive terms as president, the membership shall vote for a board member to serve a single year term.
2. The board shall elect a chairperson and vice-chairperson from among their number.
 - a. The chairperson shall initiate yea/nay voting upon approved motions, *and* vote only in the event of a tie.
 - b. The chairperson shall initiate ballot voting, and vote only in the event of a tie, upon approved motions involving:
 - 1). Member termination
 - 2). Season slate
 - 3). Revisions to by-laws
 - 4). Director Prequalification's
 - c. The chairperson and president shall jointly decide when additional ballot voting is warranted.
3. The board of trustees shall have the power of general management, supervision of activities, and control of all properties owned by the organization.
 - a. The board of trustees shall direct and authorize all expenditures..
 - b. All activities of the board shall be made known to the membership by means of a full report at the next general meeting.
 - c. Any decision of the board may be rescinded by a 75% affirmative vote of the entire membership present at any general membership meeting.

ARTICLE V: ELECTION OF OFFICERS & BOARD MEMBERS

A) QUALIFICATIONS & TERMS OF OFFICERS:

1. Any member in good standing may be elected to any office.
2. All officers shall be elected for a one year term.

3. An officer shall serve no longer than two consecutive terms in the same office. Exception: In the event of the absence of a qualified candidate for any office the current officer may be nominated for re-election.
4. In the event of the resignation of an officer before his/her term expires, the president shall be empowered to appoint a temporary replacement to serve until the next general meeting, at which time a permanent replacement will be elected by the membership to fill the remainder of the office term.

B) QUALIFICATIONS & TERMS OF BOARD OF TRUSTEE MEMBERS:

1. In order to be elected to a board position, membership in good standing for one year, immediately preceding the current year, is required.
2. All board members shall be elected for a two year term.
3. The four elected positions are in staggered pairs such that two members are elected each year.
4. Board members shall serve for no longer than two consecutive terms. Exception: In the event of the absence of a qualified candidate for the board position, a preceding board member may be nominated for re-election.
5. In the event of the resignation of a board member before his/her term expires, the president shall be empowered to appoint a temporary replacement to serve until the next general meeting, at which time a permanent replacement will be elected by the membership to fill the remainder of the term of office.

C) ELECTION VOTING: See By-Laws to the Constitution of Fremont Community Theatre.

D) FISCAL YEAR:

1. The fiscal year shall match the organizational year *and* shall be from June 1st to May 31st.

ARTICLE VI: MEETINGS

A) BOARD MEETNGS.

1. A monthly board meeting schedule shall be set at the June meeting and all meetings shall be run by the chairperson of the board.
2. A quorum, consisting of three of the five trustees, shall be necessary to conduct both yea/nay and ballot votes;

B) GENERAL MEETNGS

1. General membership meetings shall take place once every three months, and special meetings may be called at the discretion of the president.
2. A quorum, consisting of twenty percent of the membership, shall be necessary to conduct any vote.

ARTICLE VII: APPOINTMENT OF COMMITTEES

A) COMMITTEES:

1. The president shall appoint all committee heads, and/or committees not appointed by the board of trustees, and is dually responsible with the **committee** chair to recruit committee members.

ARTICLE VIII: SELECTION OF PLAYS AND DIRECTORS

A) SELECTION OF PLAYS:

- 1) See By-Laws to the Constitution of Fremont Community Theatre

ARTICLE IX: SUBSIDIARY ORGANIZATIONS

A) SUBSIDIARY ORGANIZATION REQUIREMENTS

- 1) The board of trustees shall be empowered to create and determine the purpose of any subsidiary organization it deems worthy of, and in the best interest of FCT (such as, but not limited to, a theatre guild, orchestra, teen theatre, or children's theatre).
- 2) Any subsidiary organization created by the board of trustees shall require a dues structure devised by the board of trustees.
- 3) Members of such organizations are bound by the constitution and by-laws of FCT.
- 4) Any subsidiary organization created by the board of trustees shall select one or more of the following officers: PRESIDENT, VICE PRESIDENT, or SECRETARY, but shall not have voting privileges and are required to report to the board chairperson on the status of their organization at or before each board meeting.
- 5) Subsidiary organizations shall have no separate treasury, but shall request funds, if needed, from the board of trustees and shall remand any funds raised by any of its activities to the FCT treasury.

B. TEEN THEATRE SUBSIDIARY

1) Structure

a. The teen theatre shall be headed by two Teen Advisors who are willing to commit to the advisory role in 12 month increments. Teen advisors must be active, paid FCT members in good standing and have sufficient youth and theatrical experience as determined by the active FCT board.

1. The two teen advisors have the authority, should they choose to exercise it, to request assistant teen advisors.
2. All assistant teen advisor openings shall be announced and open to the membership. Interested members will be required to formally submit their interest to the board.

b. Teen theatre membership is limited to all local teens that are ages 13 to 18 years old by opening night with the exception of any 19 year old who is an immediate high school graduate.

c. As with all FCT productions, the advisors are responsible for ensuring that their teen shows recommendations are presented to the board for approval at the designated selection meeting.

d. If alternate casting, outside of the membership age requirements, is being considered due to the choice of the production, the board should be notified before auditions.

2. Advisor Selection & Roles

- a. All advisor vacancies shall be advertised to the membership along with the existing board's policy for reimbursement of any or all associated costs for a BCI background check.
- b. Should only one qualified potential advisor exist, they may be selected by the board. Should more than one exist, or should the board opt to seek and obtain more than one qualified candidate, all multiple qualified candidates will be personally interviewed by a teen advisor selection committee. The Teen Advisor Selection Committee shall consist of the remaining teen advisor, one or more current board members, one or more parents of an active teen member, a former teen advisor, a former or current FCT director and a recent or former teen director. The teen advisor committee shall make a formal recommendation to the board to fill the advisor vacancy, with the board making the final decision.
- c. Prior to the official appointment, selected advisors must provide a favorable BCI background check, with the exception of current public school teachers whose BCI checks are required for their current license, and agree to the board's expectations as affirmed by their signature on the Teen Theatre Advisor Contract.
- d. The role of a teen advisor is to oversee all aspects of the annual teen summer production, including but not limited to show selection, financial sponsorship goals, annual review and updating of the teen contracts, outreach to unrepresented community schools in the area, routinely meeting and working jointly with the teen director, maintaining routine presence and interactions at teen rehearsals and meetings, as well as scheduling and running at least three (3) teen membership meetings.
- e. Consistent with FCT committee report procedures, the teen advisors shall be responsible for ensuring that an official report is given at each board meeting as determined warranted by the board chair.

C. MULTIPLE MEMBERSHIPS Nothing in this Article shall prevent any person from being both an FCT member in good standing and a subsidiary organization member at one and the same time, with the maximum dues being not more than the required of any FCT member in good standing.

ARTICLE X YOUTH THEATRE

A) Structure

- 1) Although not a subsidiary organization, FCT does produce an annual summer Youth Theatre experience, unless decided otherwise by the governing board. In this experience youth campers are exposed to theatre as a whole and other chosen theatrical arts, which culminate in a public theatrical production.
- 2) The youth theatre shall be jointly run by a **Youth Administrator** and a Youth Director, both of whom are willing to commit to their roles in 12 month increments. Both the administrator and director must be active paid FCT members in good standing and have sufficient youth and theatrical experience as determined by the active FCT Board.
 - a) Both the administrator and director will work together to choose their staff and choose the annual production(s) and activities.

b) The additional role of the administrator is to oversee youth theatre, to make final business decisions, and to act as the youth theatre committee head. Like teen and youth directors, the youth administrator position requires a positive current BCI background check, as addressed fully in Article IX(B)(2)(c).

c. In addition to their role as a director, the youth director chooses which, if not all, parts of the youth productions they will direct.

1. Should an additional assistant director be needed for a production segment, or for general overall assistance, assistant directors will be recruited and chosen in the same manner as assistant teen advisors as noted above. Assistant youth director positions are limited to the current production year.

d) Both the administrator and director should advise the board of the continued future interest by the September board meeting.

3) All Administrator and youth director openings shall be announced and open to the membership. Interested paid members, in good standing, will be required to formally submit their interest to the board who will vote and fill the vacancies.

4) Youth theatre campers are limited to all local youth who are ages 8 to 12 years old by opening night and also any area youth who recently turned 13 after the teen show opening.

ARTICLE XI: AMENDMENTS

A) Amendments and/or additions to this constitution will be made in the following manner.

1. The amendment or addition shall be submitted at a general business meeting, at which time such amendment or addition shall be up for discussion, motioned, and voted thereon as to the wording of its formal presentation.

2. A formal presentation of such proposed amendment or addition shall be given in writing or electronically to all members in good standing of this organization at least ten days in advance of the general business meeting when voting shall take place.

FREMONT COMMUNITY THEATRE

BY-LAWS

ARTICLE III: MEMBERSHIP

1. Annual dues shall be determined by the board of trustees and officers for each upcoming season.
 - a. A membership year begins June 1 and ends May 31 of the following calendar year.
2. A current membership form approved by the board will be available to all including non-members at each shows audition. A completed current release form for all minors shall be on file for all plays in which the minor(s) are to appear.
3. Membership is required to hold the following positions in FCT: officers, board members, directors, assistant directors, technical directors, administrator, advisor, house managers, and any committee head or by board approval.
 - a. Prior to removal from any chair or appointed position, a meeting will be held to address issue(s) unless said person is replaced or removed because they no longer qualify as a member in good standing.
4. Any member of the preceding year who does not pay their dues for the following year by the opening performance of the first production will be automatically dropped from the membership roll until payment. In order to vote and run in elections, a new member's dues are due by February 1. Payment after this will be for membership for the next election year starting June 1. Honorary members, who have paid dues at FCT for at least 25 years, shall not be required to pay dues and shall receive a complimentary season ticket.
5. Any adult, or person under 18 years of age, may participate in FCT productions without being a member, however, they shall not hold any production head or committee chair position without approval from the FCT board, nor should minors be cast in an adult role unless absolutely necessary.
6. Anyone owing monies to FCT, which the board considers sufficiently excessive and/or delinquent, will not be allowed to participate in any function in the theatre or involving FCT
7. All new members shall sign a board approved membership application annually. Renewing members and honorary members will continue to agree and honor their originally signed application unless requested to sign a revised application.
8. With the exception of those granted privilege by the building and grounds chair or technology chair, all key holders must be paid members only and will sign and abide by a key out and in form to be kept in the box office as record.

ARTICLE IV: OFFICERS AND BOARD OF TRUSTEES

A) DUTIES OF OFFICERS:

1. PRESIDENT:

- a. The president shall appoint all committee heads and be an ex-officio member of such committees.
- b. Be responsible for maintaining, and continually posting at FCT, a list of committee chairs (see Article VII, Number 1) with telephone numbers.
- c. Carry out any other duties requested by the board of trustees.

2. VICE PRESIDENT:

- a. The vice president shall serve as chairperson of the membership committee, and collect all dues to be remanded to the treasurer.
- b. Maintain up-to-date records of the membership, including each member's date of admission and date of termination, and provide copies for each member by the first general meeting of the new season.
- c. Be responsible for planning the annual awards banquet and membership meetings.
- d. Carry out any other duties requested by the president or the board of trustees.

3. SECRETARY:

- a. The secretary shall distribute copies of the minutes to the Executive Board-prior to the next meeting.
- b. The secretary shall be responsible for keeping all received records in order and up-to-date. Annually, as each new board assumes their roles, decisions will be made as to responsibility for receiving and processing all FCT records and deliveries, and their eventual delivery to the Secretary for retention.
- c. The secretary shall keep records of members attending each general meeting,
- d. The secretary will be responsible for maintaining a historical list of all board decisions throughout the membership year, excluding votes on routine secretary and treasurers reports.
- e. The secretary shall carryout any other duties requested by the president or the board of trustees.

4. TREASURER:

- a. The treasurer shall: ensure that all monies received and spent are properly documented for audit purposes.
 1. Auditing of the FCT financial records by three members in good standing, not on the board, shall be done by the end of each calendar year.
- b. The treasurer shall submit monthly written reports for all in attendance at the general and board meetings, and shall render such additional reports as the president or board of trustees require.

c. Payment shall be made only by checks signed by any two of the following three: TREASURER, PRESIDENT, or CHAIRPERSON OF THE BOARD OF TRUSTEES.

d. Ensure timely and honest reporting of all required tax documents.

e. The treasurer shall carry out any other duties requested by the president or the board of trustees.

ARTICLE V: ELECTION OF OFFICERS & BOARD MEMBERS

B. ELECTION OF OFFICERS & BOARD MEMBERS:

1. The election of officers and board members shall be held at the April membership meeting..

2. No member shall hold two or more membership elected positions.

3. Newly elected officers and board members must attend the April and May board meetings.

4. New officers and board members shall take office at the end of old business at the June board meeting.

C) ELECTION VOTING:

1. In order to vote for officers and board member, one must be a member in good standing.

2. Hardcopy absentee ballots will be available from the secretary upon request, and honored if returned to the secretary at least one calendar day prior to the election day and if they identify the voting member on a sealed envelope as the ballot will not be viewed.

3. After quorum requirements have been met a simple majority of those voting shall determine the elected official.

ARTICLE VI: MEETINGS

A) GENERAL MEETNGS

1. All members shall be notified of time and place of all membership meetings.

2. Notification shall be issued no less than ten and not more than 60 days in advance.

3. Privilege to vote on issues requires membership in good standing and attendance at the general meeting when issues are brought up for vote.

B) BOARD MEETNGS:

1. A special meeting of the board may be called by the chairperson of the board of trustees.

2. Any member may attend a board meeting as a non-voting observer, and may voice their opinion upon recognition by the chair.

a) Such member shall notify the chairperson in advance concerning any particular issue they may want to present before the board..

3. Timely written notification, i.e., 2 days minimal, of all meetings shall be the responsibility of the chairperson of the board of trustees.

4. Board members may formally waive notice, pre or post meeting, via soft or hard copy notification to all fellow board members. Such notice shall be filed with or entered upon the records of the meeting.

5. Any officer or board member who fails to attend three regular board meetings, where at least ten days prior notice was issued, shall lose their official position, unless the absences are excused through the chairperson of the board of trustees in advance of the meeting or, in

emergent scenarios, as soon as possible post meeting. The board chair is responsible for reporting all such absences as excused or not, and any future revisions to same, for their inclusion in the minutes.

6. Absent any scheduled board meeting, the board may meet and conduct official business in emergency situations, without notification to the members at large upon (1) acknowledged notification of all "Executive members" and (2) agreement of all "Executive members".

7. The board may go into executive session of just the board and/or the board and concerned member if requested by a member or a board official.

8. When necessary and all board members agree, electronic voting may take place.

ARTICLE VII: APPOINTMENT OF COMMITTEES

1. The building and grounds chairperson shall be appointed from the board of trustees and a co-chair appointed by the president.

2. The Chairperson of the Board is responsible for contacting and/or instructing all relevant committee chairs to attend warranted board meetings and/or reporting for them in their absence.

3. Should sufficient outcome or details require it, committee heads should keep correct and complete records of their activities along with applicable books and records so a report can be made for monthly business meetings.

ARTICLE VIII: SELECTION OF PLAYS AND DIRECTORS

A) SELECTION OF PLAYS:

1. The play reading chairperson shall be appointed by July 1 annually.

2. The play reading committee shall consist of a minimum of five members.

3. By August 31 annually, it shall be publicized to all members, and individually to qualified directors, the process to participate in the committee for the next season, the selection process that will be followed and each member's right, and the process to follow, to submit suggested productions.

4. The play reading committee shall fully review, and formally summarize and critique, all plays and productions suggested by all prequalified directors and members which are received by October 31.

5. Once the play reading committee has determined a final slate of plays and alternates to propose they will provide prequalified directors with a formal interest request to submit to the board for the proposed shows.

6. The play reading committee shall then present the slate of plays, interested directors, and . alternatives for the upcoming season, as well as all other summaries and critiques completed by the committee, to the board for final selection and approval of the season's content prior to January month end.

7. To the extent possible, final selection and approval of plays, alternate(s), and corresponding directors, shall be decided by affirmative vote of the board by February month end annually.

B) SELECTION OF DIRECTORS

1. Directors shall be prequalified, by an affirmative outcome of ballot voting of the board of trustees and officers, and shall abide by rulings of the board over problems of productions.
2. Any prequalified director who wishes to direct during the upcoming season shall submit a written request to the board of trustees, who will then select the director for each show of the upcoming season.
3. To request prequalification to direct a production, one must be a member in good standing, and must submit a written request to the board of trustees which identifies their overall theatrical experiences, including, but not limited to, the following recommended capacities, ideally at FCT:

Assistant Director
Technical Director
Major or Minor Acting Role
3 Different Committee Head Positions (Front of Curtain)
3 Different Committee Head positions (Backstage)

4. In addition to standard prequalifications, as addressed in this section, an additional criteria for teen and youth directors is a positive current BCI background check, as addressed fully in Constitution Article IX(B)(2)(c), prior to any directorial appointment.
5. All prequalification requests will receive a written decision from the board.
6. If approved by the board, the director qualifies to direct any FCT production, including teen youth productions, as long as:
 - a. They have maintained a current mailing address with FCT and reside within 60 miles of Fremont.
 - b. They have directed at FCT within a five year period and received a satisfactory directing evaluation from the board of trustees, or they have not directed at FCT and it has been less than 5 years since their directorship was approved.
 - c. If appointed to direct a specific production, they are a paid member in good standing at the time of appointment as well as one month prior to their applicable audition date.
7. Should a prequalified director no longer meet all criteria in section 5 and requests reinstatement, the board will consider reapproval upon receipt of a formal request that includes documentation which identifies their theatrical experiences, body of work, and significant contributions to FCT since their last approval.
8. All first time directors at FCT (adult, youth & teen) shall have an Executive Director, who has FCT directing experience, to dually oversee their production, which they may choose themselves, and a board liaison.
9. Board Liaison responsibilities that will be updated annually by the board are as follows:

- a. Official role is that of a communicator
 - b. The liaison themselves are responsible to communicate their appointment to their director.
 - c. Their attendance is needed at their assigned shows production meeting
 - d. Assumes lead role in unresolved issues (via chain of command, after director & assistant director) and will escalate to the board if determined warranted
 - e. Will fill roles/tech assignments (either personally or via another) should their director be unsuccessful
 - f. Will receive and monitor the list of their directors' deadlines
 - g. Will be the financial middle man for the show by being the initial receiver of reimbursement receipts & the communicator to and with the treasurer and director on spending status.
 - h. The liaison will be the communicator between the director and the publicity chair.
 - i. The liaison will make a final report to the board at the end of the show.
10. The director shall have complete responsibility for both technical and dramatic aspects of the productions.
11. The director may be replaced or removed by unanimous vote of the board of trustees. In such instances, the board shall make a new appointment, which is not necessarily the assistant director.
12. In all productions, the "Director's Rules and Regulations" and other required forms and procedures from the Director's Resource Manual must be followed.
13. Directors are responsible for attending the director resource manual meeting and agreeing to sign and follow the directors' Code of Conduct before the season starts. If said director cannot attend the meeting, he/she will be required to make another time with the director resource manual chair to go over and agree to the manual.