

CONSTITUTION OF NEW KENT STAGEHANDS

ARTICLE I- NAME

The name of this organization shall be New Kent StageHands. **New Kent StageHands is a not-for-profit community theatre group organized for educational and cultural purposes.**

ARTICLE II- PURPOSE

Section 1. The purpose of this organization shall be to give interested individuals an **opportunity for cultural advancement and self-expression and to promote an interest in theatre throughout New Kent County and the surrounding area. It is the intent of the New Kent StageHands to file for status as a 501(c)(3) non-stock corporation and to maintain that status.**

Section 2. **No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.**

ARTICLE III - MEMBERSHIP

Section 1. Any person, 16 years or older, interested in any phase of theatre may become an Active member of StageHands by filing an application for membership with the Treasurer.

Section 2. An Active member shall be any person 16 years or older who has paid dues.

Section 3. Voting privileges shall be extended to Active members. An Active member must be present at meetings in order to vote. Proxy voting shall be allowed only at the discretion of the Board of Directors. Such a decision shall be made no less than ten days before the vote is to be taken.

Section 4. Non-members may apply to participate in any production. However, upon being accepted to participate, they must become members by paying dues as indicated in Sections 1 and 2 above. This policy shall be announced at all auditions.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of not less than five nor more than nine Active members. It shall be elected by and from the general membership. The specific number of Active members on the Board of Directors shall be determined by the general membership.
- Section 2. No more than one member of a family may serve on the Board of Directors at any given time.
- Section 3. The Board of Directors shall be elected at the annual meeting by a majority of those members present and qualified to vote.
- Section 4. The term of a Director shall be three years. A Director may be reelected as per section 3 above; however, a Director may serve no more than two consecutive full terms. A former Board member may be re-elected to the Board of Directors if at least one year has passed since his or her former service.
- Section 5. Any Director who fails to attend three consecutive meetings of the Board shall automatically cease to be on the Board. This requirement may be waived at the discretion of the Board.
- Section 6. If a vacancy occurs on the Board, such vacancy shall be filled by the Board until the next annual meeting at which time a successor to fill the unexpired term shall be elected.
- Section 7. A majority of the voting members of the Board shall constitute a quorum.
- Section 8. The Board of Directors may authorize the expenditure of funds for routine expenses only. Expenditures in excess of \$500 per item shall be authorized by the Board for the improvement, replacement, or repair of any property owned by the organization or for the purchase of equipment, or royalties/rental only with the approval of two-thirds of the Board members present and qualified to vote. No purchase, lease longer than one year, or mortgage of real property can be authorized by the Board without the approval of two-thirds of the Active members present and qualified to vote, at a general meeting. Notice of any proposed action by the Board of Directors which requires this approval must be included in the notice for the general meeting at which such proposed action will be voted upon.
- Section 9. Upon the dissolution of this organization, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.**
- Section 10. The Board shall meet at least four times per year, one of these meetings being prior to the Annual Meeting of this organization.
- Section 11. The election of Directors shall be so arranged that at each Annual Meeting no more than three Directors for three year terms shall be elected.
- Section 12. The rules of parliamentary procedure as laid down in Robert's Rules of Order shall govern all meetings of the Board of Directors unless otherwise mentioned above.

ARTICLE V - OFFICERS

- Section 1. The officers of this organization shall be a President, Vice- President, Secretary, and Treasurer. They shall be elected by and from the Board of Directors.
- Section 2. The term of office of an officer shall be one year. Any officer may serve consecutive terms.
- Section 3. The officers shall be elected by a majority vote of the Board of Directors at a meeting which shall be held each year no later than one month following the Annual General Meeting.
- Section 4. If an officer is unable to complete his or her term of office and a vacancy occurs, the Board shall elect a Board member to fill the unexpired term.
- Section 5. The duties of the President shall be:
- (a) to preside at all meetings of the organization and the Board of Directors
 - (b) to enforce all rules and regulations relating to the administration of the organization
 - (c) to call meetings of the organization or Board of Directors when he or she deems it necessary, or when requested to do so by one-third of the Directors or six Active members.
- Section 6. The Vice-President shall perform the duties and exercise the powers and prerogatives of the President in case of the President's inability, from any cause, to act.
- Section 7. The duties of the Secretary shall be:
- (a) to record proceedings of all meetings
 - (b) to conduct correspondence and keep a file thereof
 - (c) to issue notice of all meetings
 - (d) to keep a register of all Active members and to provide copies thereof for each Director
 - (e) to keep a record of attendance at all meetings
 - (f) to keep a copy of the constitution, with any amendments, and Board Policies and Procedures in the Secretary's book
- Section 8. The duties of the Treasurer shall be:
- (a) to collect dues, and keep a written record thereof
 - (b) to prepare appropriate reports for the state and federal government and, following Board approval, submit them along with any payment of fees required**
 - (c) to reconcile the bank account statements on a monthly basis
 - (d) to present a written report of the condition of the Treasury at each meeting of the Board of Directors
 - (e) to furnish the Secretary with a written copy of all reports

ARTICLE VI - COMMITTEES

All standing and special committees as are considered necessary, shall be appointed by the Board of Directors through the President.

ARTICLE VII - DUES

- Section 1. Membership dues shall be determined by the Board of Directors.

- Section 2. Payment of dues entitles an individual to Active membership for one year from the date of said payment.
- Section 3. Dues are due at the picnic or at the time of auditions for the fall show. Prorated dues (for new members) are due at spring auditions.

ARTICLE VIII - MEETINGS

- Section 1. There shall be an Annual General Meeting to be held within the first four months of the calendar year.
- Section 2. The Annual General Meeting shall be held on a day, date, and time as designated by the Board of Directors. Written or oral notice of the meeting shall be sent to the Active members, and to such other individuals as may request it. This notification shall be sent personally or through the mass media at least ten days prior to the meeting.
- Section 3. Special meetings may be called by the President at any time on his or her own initiative. The President shall, upon the request in writing of six Active members, call a special meeting.
- Section 4. A quorum for meetings shall be at least twenty-five percent of the membership qualified to vote.
- Section 5. At each meeting of the general membership there shall be a business meeting to consist of a written report by the Secretary of the Board of Directors and of the Treasurer, as well as a discussion of any other business that may come before the meeting. The remainder of the evening may be devoted to a special program.
- Section 6. The rules of parliamentary procedure as laid down in Robert's Rules of Order shall govern all meetings unless otherwise mentioned above.

ARTICLE IX - BOARD POLICIES

- Section 1. The Board of Directors shall establish the Policies and Procedures governing the theatrical productions of this organization and other related matters.
- Section 2. These Policies and Procedures shall be gathered into an organized format which shall be made available to all of the membership.
- Section 3. Once established, changes in these Policies and Procedures may be made only by a majority vote of the entire Board of Directors.

ARTICLE X - AMENDMENTS

- Section 1. Amendments to this Constitution shall be made only at a regular meeting of this organization by a two-thirds vote of the members present and qualified to vote.
- Section 2. At least 30 days prior to the meeting, written notice of the proposed amendment must be signed by at least six Active members and given to the Secretary. The Secretary must send a copy of the proposed amendment to every Active member at least ten days before it will be voted upon.

ARTICLE XI - DISSEMINATION

- Section 1. Each Active member of this organization shall be provided with a copy of this Constitution and the Board Policies and Procedures.
- Section 2. This Constitution and any amendments thereto shall be read at the Annual General Meeting of the organization. This requirement, however, may be waived by a majority vote of the membership present and qualified to vote.

ARTICLE XII - DISSOLUTION

- Section 1.** New Kent Stagehands will be dissolved when 3/4 of the active members determine that Stagehands no longer provides it's objectives as described in this constitution.
- Section 2.** In the event New Kent Stagehands is dissolved, all assets will be distributed according to Article IV Section 9.

Proposed - November 16, 2009

Adopted - February 21, 2010

Revision Date - July 19, 2016

Adopted - August 22, 2016