

The Washington Community Theatre, Inc.

Bylaws

ARTICLE I: Name

The legal name of this corporation is THE WASHINGTON COMMUNITY THEATRE, INC., hereinafter referred to as "WCT, Inc." The principal location of WCT, Inc. shall be in Washington County, Pennsylvania.

ARTICLE II: Nature and Purpose

WCT, Inc. is organized and incorporated under the laws of the State of Pennsylvania and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The mission for the organization is as follows:

WCT, Inc. is a non-commercial, non-sectarian, and non-partisan organization based in Washington County, Pennsylvania, dedicated to the purpose of stimulating and maintaining local interest in the theatre arts, providing the opportunity for members of the community to participate in all aspects of the theatre, and presenting quality theatrical entertainment to its audiences.

ARTICLE III: Membership

A. *Definition*

Membership is open to those who express an interest and willingness to participate in some aspect of WCT, Inc. productions. To become a member, individuals 18 years of age or older must:

1. Complete a Membership Form that will be valid for one year.
2. Pay dues as established by the Board, if applicable

A Junior Membership is open to children 5 to 17 years of age.

B. *Duties and Responsibilities of Active Membership*

Active members are encouraged to participate annually in one or more artistic, supportive, administrative, and/or social organizational activity(ies). Examples of activities include but are not limited to on-stage performance, backstage support, production staff, organization/management/committee or Board service, and/or meetings. (*See Policy and Procedure Manual for more information.*)

C. *Privileges of Membership*

Active members 18 years of age and older who have participated in any of the above activities and who have paid annual dues, if applicable, are eligible to vote at general membership meetings and are eligible to be considered for Board positions.

D. *Review of Membership*

Active membership will be reviewed annually by the Membership/Contact Committee to determine active/inactive membership status.

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ARTICLE IV: Board of Directors

A. *Composition*

The Board of Directors, herein referred to as the "Board," shall consist of the eight officers (as identified in Section D) and three members at large.

B. *Duties and Powers*

The Board shall:

1. Conduct the affairs of the organization and make recommendations to the general membership based on requirements set forth in these bylaws and in accordance with IRS 501c3 regulations and local and state laws.
2. Develop, revise, and oversee policies and procedures by which members of the organization shall abide.
3. Explore and establish relationships with other groups, individuals, and organizations, which may benefit WCT, Inc.
4. Participate (as individual Board members) in an active production each year (e.g., onstage, backstage, set, selling tickets, usher, etc.)

C. *Eligibility*

To be eligible to hold a position on the Board, a potential candidate must:

1. Meet the definition of Membership (*see Article III*).
2. Actively participate in some aspect of WCT, Inc. productions.

D. *Officers*

The officers shall be as follows: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Historian, Fundraising Chair, and Immediate Past President.

E. *Duties of Officers*

1. The PRESIDENT shall
 - a. Serve as chairperson of the Board
 - b. Call, preside over, and maintain order at meetings of the Board and general membership according to the provisions of these bylaws.
 - c. Serve as the organization's liaison to the public
 - d. Act as authorized signer for agreements and formal instruments such as contracts, checks, etc., if required.
 - e. Serve as immediate past president upon completion of term.
 - f. Vote as a member of the Board to break a tie vote.
 - g. Secure rights to selected productions.
 - h. Appoint chairs of all standing and ad hoc committees. At the President's discretion, the duty of selecting committee members may be assigned to appointed chairs.
 - i. Additional duties as determined by the Board.
2. The VICE PRESIDENT shall
 - a. Assume the duties of the President in absentia as outlined in Section E, 1.
 - b. Serve with the Corresponding Secretary as co-chairperson of the Membership/Contact Committee
 - c. Oversee, under the direction and designation of the President, the functioning of all standing and ad hoc committees
 - d. Other duties as determined by the President

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3. The RECORDING SECRETARY shall
 - a. Record minutes at all meetings of the Board and general membership
 - b. Disseminate minutes prior to the next scheduled meeting on a schedule determined by the President.
 - c. Store all agendas, minutes, financial reports, and other related documentation as per the Document Retention Policy.
 - d. Ensure document archive is passed to succeeding Recording Secretary.
 - e. Maintain WCT, Inc. Policy and Procedure Manual with additions, revisions, and deletions of enacted policies and procedures.
 - f. Maintain official list of all committees and chairs.
 - g. Compile and disseminate a “Board Member Orientation Folder” that includes bylaws, a list of current committees, Policies and Procedures Manual, minutes from the most recent Board meeting, and other documents as appropriate following the December board meeting.
 - h. Disseminate job descriptions to appropriate persons for signature and then retain.
 - i. Other duties as determined by the President.
4. The CORRESPONDING SECRETARY shall
 - a. Handle all general correspondence of the organization, including but not limited to notice of Board and general membership meetings.
 - b. Create and disseminate WCT, Inc. newsletter(s) upon approval of the Board.
 - c. Serve with the Vice President as co-chair of the Membership/Contact Committee.
 - d. Share responsibility with the Treasurer to disseminate letters of receipt of donation notifying donors of tax deductibility based on WCT, Inc.’s status as a 501c3 non-profit organization.
 - e. Other duties as determined by the President.
5. The TREASURER shall
 - a. Provide the Board with a monthly financial report
 - b. Utilize an electronic ledger system of debits and credits for all WCT, Inc. accounts
 - c. Maintain a copy of all bills, receipts, transactions, and other related financial documents
 - d. Reconcile all WCT, Inc. accounts on a monthly basis – including numerical ordering of all checks and deposit slips.
 - e. Pay bills and make deposits in a timely fashion, particularly during performance season.
 - i. Any or all of the above-mentioned duties may be performed electronically at the discretion of the Treasurer.
 - f. Share responsibility with the Corresponding Secretary to disseminate letters of receipt of donation notifying donors of tax deductibility based on WCT, Inc.’s status as a 501c3 non-profit organization.
 - g. Prepare financial records for annual audit.
 - h. Ensure organizational tax obligations are met.
 - i. Manage inventory of WCT, Inc.-owned equipment

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- j. Research best insurance policy and rates.
 - k. Act as authorized signer on tax returns and checks.
 - l. Other duties as determined by the President.
6. The HISTORIAN shall
- a. Maintain scrapbooks with current pictures, news articles, programs, and other items deemed "historical."
 - b. Make scrapbooks accessible at Board-designated events.
 - c. Compile and then maintain a working history of WCT, Inc. by providing a year-end summary of occurrences each year.
 - d. Other duties as determined by the President.
7. The FUNDRAISING CHAIR shall
- a. Chair the Fundraising Committee.
 - b. Solicit and oversee the procurement of funds through sponsors, patrons, and advertisers
 - c. Ensure inclusion in opportunities provided by Washington County Community Foundation (WCCF) and other philanthropic organizations.
 - d. Oversee researching and applying for grants. Work in conjunction with the Treasurer to ensure required reports are provided to the granting organization within the specified timeframe.
 - e. Coordinate and oversee all fundraising activities for WCT, Inc., including, but not limited to restaurant/retail fundraising programs; ticket sales; overseeing 50/50 raffle, auctions, and concession stand.
 - f. Work closely in conjunction with the Producer and Treasurer and oversee the standing Fundraising Committee.
 - g. In conjunction with the Treasurer, provide the Board with a detailed report on income from each fundraising activity and offer suggestions for improvement, if necessary
 - h. Other duties as determined by the President
8. The IMMEDIATE PAST PRESIDENT shall
- a. Provide support to the current President as requested or needed.
 - b. Review the Board Member Folder with all new Board members prior to the first meeting of each new year.
 - c. Provide such additional services and advice as may be requested by the Board.

F. Members at Large

Duties as determined by the President.

G. Terms of Office

1. No officer shall serve in the same position for more than two consecutive full terms, a term being two years.
2. No member shall serve as an officer for more than four consecutive full terms (8 years).
 - a. The 8-year maximum term does not apply to the Immediate Past President.
3. The three members at large are elected for three-year terms.
 - a. The individual terms are staggered so that one shall be elected each year.
 - b. No member at large may succeed himself/herself in that capacity; however, the individual is eligible to be considered for an officer position.

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H. *Election of Board Members*

1. A Nominating Committee comprising one Board member appointed by the President and two members from the general membership as selected by the chair shall provide a slate of eligible nominees to the general membership at its annual meeting.
 - a. General membership shall be asked to submit possible nominees to the chair of the Nominating Committee for consideration no later than one month prior to the general membership meeting.
 - b. The Nominating Committee shall consider names submitted by general membership in addition to other eligible members identified by the Nominating Committee.
 - c. Further nominations may be made from the floor at the general membership meeting.
 - d. The slate of eligible nominees provided by the Nominating Committee shall not exceed two candidates per office.
2. The general membership shall elect officers from the slate of nominees provided by the Nominating Committee, as well as nominations from the floor, at the general membership meeting.
 - a. The method for voting is at the discretion of the Board.
 - b. Officers elected must receive the majority vote of those active members in attendance at the general membership meeting.
3. Officers elected shall assume office on January 1.

I. *Vacancies*

Should a Board position become vacant, it shall be filled for the remainder of the current term by vote of the Board at the meeting following the occurrence of the vacancy.

J. *Meetings*

1. The Board shall meet at least once quarterly.
2. Additional meetings shall be called as follows:
 - a. When the President deems necessary or when the majority of the Board requests
 - b. The meeting shall be convened by the President in a manner (face to face, Zoom, phone, email, text, etc.) and within the timeframe needed to have a quorum present.
3. A quorum shall consist of a majority of the members of the Board.
4. Proxy votes are admissible. Said proxy votes shall be submitted in writing or electronically to a Board member who is to cast the proxy.

K. *Attendance*

All Board Members are expected to attend meetings as set forth in Section J. 1. and 2. Any Board members who fail to attend three meetings in a calendar year without just cause, shall be removed from the Board and a vacancy declared. This vacancy shall be filled in accordance with Section I.

1. *Just Cause*

Just Cause for failure to attend three meetings will be determined by the Board. Examples of "Just Cause" can include, but are not limited to, medical, health, vacation, employment, emergencies, rehearsals, etc.

- a. Should a Board Member miss multiple meetings due to a long-term chronic illness, a temporary vacancy shall be declared and filled with a Board-approved temporary substitute Board Member.

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- b. Removal of a Board Member under Article IV, K shall require a majority vote of those Board members present at a closed meeting with a quorum.

ARTICLE V: Dues

Dues shall be established and regulated by vote of the Board and shall be payable upon entering membership.

ARTICLE VI: General Membership Meetings

A. Purpose and Schedule

1. The annual general membership meeting shall be held in the fall for the following purposes:
 - a. Election of officers and requisite members of the Board for the calendar year.
 - b. Presentation of annual reports
 - c. Transaction of any other necessary business.

B. Additional Meetings

1. Additional general membership meetings may be held during the year when or if:
 - a. The Board deems necessary
 - b. A request is received from general membership and is approved by the Board.

C. Notice

Notices of all general membership meetings shall be sent to all members by general correspondence and/or electronic transmission, as provided herein.

D. Majority Vote

Passage of a measure shall require a majority vote of those members present at the general membership meeting.

ARTICLE VII: Committees

A. Standing Committees

1. Audit Committee
 - a. Comprising three members selected by the President from the general membership, one of which shall be appointed chair.
 - b. Shall audit WCT, Inc. accounts for the fiscal year beginning January 1 and ending December 31.
 - c. Shall submit a report to the President and Treasurer no later than February 15. The committee chair shall present the report to the Board at the first board meeting following the February 15th date.
2. Nominating Committee
 - a. Comprising one Board member appointed by the President to act as chair and two members from the general membership selected by the chair
 - b. Shall provide a slate of eligible nominees to the general membership for consideration and vote at the annual meeting. *See Article IV, H.*
3. Membership/Contact Committee
 - a. Comprising the Vice President and Corresponding Secretary acting as co-chairs and at least two members they select from the general membership
 - b. Shall maintain current membership lists based on criteria in Article III and mailing lists, and track dues.

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4. Fundraising Committee
 - a. Comprising the Fundraising Chair and at least two members from the general membership selected by the Fundraising Chair.
 - b. Shall assist the Fundraising Chair with his/her duties in soliciting funds and organizing other fundraising activities for the continual support of WCT, Inc.

B. *Ad Hoc Committees*

1. Shall be established as needed by approval of the Board.
2. Each ad hoc committee shall include one Board member who will act as chair and determine and select additional members from the general membership as needed based upon the scope of work.

C. *Committee Reports*

With the exception of the Audit Committee, reports may be requested at the President's discretion. The President may request that the committee chair present the report to the Board.

ARTICLE VIII: Amendments/Revisions

These bylaws may be amended and/or revised by a majority vote at any general membership meeting. Proposed amendments/revisions will be disseminated to the general membership no later than 14 days prior to the general membership meeting at which they will be voted.

ARTICLE IX: Electronic Transmission of Information and Notices

- A. Electronic transmission means by email or via a website
- B. WCT, Inc. business that may be, but not exclusively, conducted by electronic transmission includes:
 1. Notice to general membership of meetings – date, time, place
 2. Notice of Board meetings – date, time, place
 3. General information concerning WCT, Inc. business including but not limited to auditions, shows, ticket information, etc.
- C. Other uses of electronic transmission are at the Board's discretion.
- D. WCT, Inc. will maintain current email addresses of all WCT, Inc. members. For those members who do not have an email address, the necessary information will be conveyed via general correspondence.

ARTICLE X: Dissolution

Upon dissolution of The WCT, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation or organization, dispose of all the assets of The WCT, Inc. in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Service Code 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Washington County, PA, exclusively for the purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

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These WCT, Inc. Bylaws have been amended and approved on **May 2, 2022** by WCT, Inc. Board and general members present at the voting meeting.

Signed by the Board:

Kimberly Pijanowski

President

Jeffrey T. Zollars

Vice President

Dennis H. Taylor

Treasurer

Cindy Zubchevich

Recording Secretary

Jessica Tomsic

Corresponding Secretary

Grace Mitchell

Historian

Megan Faust

Fundraising Chair

Dewayne Curry

Immediate Past President

Harold Smith

Member at Large

Karol Smith

Member at Large

Karin L. Galligan

Member at Large