

Bylaws of the Community Theatre Association of Michigan

Effective as of November 9, 2024

1. Name

- a. The name of the organization shall be the "COMMUNITY THEATRE ASSOCIATION OF MICHIGAN". Hereafter the organization may be referenced as CTAM or the Association.

2. Purpose

- a. The purpose of the Association is to help community theatre thrive in Michigan.

3. Membership

- a. Membership in the Association shall be open to theatre organizations controlled by an elected governing boards as well as individuals and families who have an interest in supporting community theatre.
- b. All past presidents of the Community Theatre Association of Michigan, in recognition of their services to the organization, shall be made honorary life members and exempt from paying dues upon completion of their presidency.
- c. The Board of Directors of the Association may grant honorary life memberships to individuals. Once so honored, these persons are entitled to all rights and privileges as Individual Members.

4. Fiscal Policy & Dues

- a. The Association's fiscal year shall begin on July 1 and end the following June 30.
- b. Membership levels are Group, Individual, and Family and dues are set annually by the Association Board of Directors.

5. Business Meetings

- a. An Annual Business meeting of the members shall be held at such time, place and by method as the President shall designate.
- b. Members of the Association shall receive notification at least thirty (30) days in advance of the Annual Business meeting.

6. Board of Directors

- a. The affairs of the Association shall be managed by a Board of Directors
- b. The Board shall consist of not less than five (5) nor more than thirteen (13) Directors, the specific number set by resolution of the Board. Changes to the number of Directors may not impact current Director's terms.

7. Director Duties

- a. Directors oversee the financial operation of the Association and execute all actions directed and decisions made by the Board.
- b. Directors shall make reasonable effort to attend all meetings of the Board of Directors.
- c. Director participation in Board activities is at the expense of the individual.
- d. Directors shall make reasonable effort to attend all Association sponsored functions.
- e. Directors shall serve on committees as appointed by the President. All Board members must serve on at least one committee.
- f. Directors shall support CTAM's mission by being knowledgeable and supportive of CTAM programs, encouraging involvement in CTAM programs by member groups, and support and/or attend member group sponsored events within your geographical location to aid CTAM visibility.

8. Term of Office

- a. A Director shall hold office from October 1 of the year elected until September 30 three years hence. Upon the death, resignation or removal of a Director, the replacement Director shall take office immediately upon election until the term of the replaced Director would have expired.
- b. Election of Directors shall occur annually not later than September 15. Additional replacement directors may be elected at any regular meeting.
- c. Directors of the Association are elected for a three (3) year term, with terms staggered to target no more than 1/3 of the Directors' terms ending each year. No Director can hold office for more than two consecutive full terms of three (3) years each . If the Director was originally elected to fill a partial term, this partial term shall not count towards the six (6) year limit.
- d. In the absence of qualified candidates, officer terms may be extended for one year, such extension needing approval of 2/3 of the Board of

Directors. This will also extend the term limit to seven (7) consecutive years if such extension is necessary to maintain Director status.

9. Resignation

- a. Any Director may resign at any time by delivering written notice to the President or the Board Administrator. Resignation shall take effect at the date specified therein, or if the date is not specified, upon delivery.

10. Removal

- a. A Director may be removed from office for any reason deemed detrimental to CTAM by a 3/4 majority vote of the Board.

11. Vacancies

- a. In the event of any vacancy, the Board of Directors may elect a successor to serve the unexpired term.

12. Officers

- a. The officers of CTAM shall consist of a President, Secretary and Treasurer and be elected from the current Directors. No two offices may be held by the same Director.

13. Elections

- a. Election of Directors and Officers shall be held annually by a method approved by the Board.
- b. Election to fill vacancies may be held at any regular meeting of the Board and such election shall be announced in the meeting notification.

14. Committees

- a. The President may appoint committees as needed with the approval of the Board of Directors. Committees shall consist of at least one Director. Committees shall have the authority granted by the Board of Directors at the appointment of the Committee.
- b. The Nominating Committee shall be a standing committee consisting of at least three members of the Association serving staggered three year terms. Annually, or as needed to fill vacancies, the Nominating Committee shall submit a slate of candidates for Board Director.

15. Meetings

- a. The Board of Directors shall meet not less than five (5) times in each fiscal year at times and locations designated by the President. Attendance may be in person or via approved electronic methods. Additional meetings may be held upon the call of the President, or at the request in writing of three Directors and shall include the reason for such a meeting.
- b. Notice of all meetings of the Board of Directors shall be given in writing at least five (5) days prior to said meetings.
- c. A quorum shall consist of 2/3 of the Board or five (5) members if the Board consists of more than 9 Directors.

16. Amendments

- a. The authority to amend, repeal or modify the Bylaws shall be solely the power of the Board of Directors. Such actions may occur at any meeting of the Board with prior written notice of the proposed modification(s). Approval of such modifications requires 3/4 majority of the entire Board.

17. Dissolution

- a. Dissolution of CTAM shall occur with approval by a 3/4 majority of the entire Board of Directors and must be consistent with prevailing legal requirements.

18. Rules of Order

- a. The meetings of the Board and its Committees shall be governed by the latest revised edition of *Robert's Rules of Order*.