**BYLAWS OF CENTER STAGE JACKSON**

**ARTICLE 1 – Organization**

The name of this organization is Center Stage Jackson.

**ARTICLE 2 – Mission**

The purpose of this organization is to cultivate, advance, and promote the appreciation of dramatic arts with the community by presenting semi-professional theatrical productions. The organization will make educational opportunities available for its members while serving the community in artistic expressions.

**ARTICLE 3 – Membership**

## **Section 3.1 Eligibility**

Membership is open to all members of the community interested in the cultural advancement offered by the theatrical arts. No one will be denied membership because of gender identity, sexual orientation, ethnicity, or age.

## **Section 3.2 Dues**

A person may become a member by paying dues to the organization. The Board will determine the dollar amount of dues. Dues are payable at any time during the year. The Fiscal Year for Center Stage Jackson begins on Jan. 1 and ends Dec. 31. Membership expirations are 12 months from date of purchase.

**ARTICLE 4 – Board Members**

## **Section 4.1 Number and Term of Board Members**

The Board consists of no less than five and no more than fifteen persons who are each elected for three-year terms by members of record at the Annual Meeting. Board members may hold their elected position for no more than three consecutive terms (three years each) unless there is a unanimous vote by the board to continue. Only members holding a valid voting membership as of November 1 (30 days before annual meeting) may be nominated for or elected to a Board position at the following Annual Meeting. In order to be a board member of Center Stage Jackson one must be a resident of Jackson County. Spouses may not be elected to the board during the same term.

## **Section 4.2 Place of Meeting**

The Board members may hold their meetings in any such place, virtual or in-person, as the President or Board may determine.

## **Section 4.3 Meetings**

### **4.3.1 Board of Directors Meetings.** The President will hold regularly scheduled meetings of the Board. Any member of the Executive Board may call Special Meetings. All Board Meetings will be open to all members of Center Stage Jackson and will be posted on social media by the first of each month. The final board meeting of the year will include the Annual Meeting and will include the election of new board members.

### **4.3.2 Executive Board Meeting.** The President or Vice President may call Executive Board Meetings, which will only be attended by the Officers of the Board and the administrative assistant.

The Executive Board has the authority to execute any policies it deems are in the best interests of the organization within the parameters of the organization’s articles of incorporation, bylaws, and federal, state and local law.

The Executive Committee has and may exercise, when the Board is not in session, all of the powers of the Board of Directors in the management of the organization except the authority to amend the bylaws; adopt a plan of merger or consolidation; to sell, lease, exchange, mortgage, pledge or make any other disposition of real estate; or to approve expenditures of more than $2,500.

**Section 4.4 Quorum**

The Board must have a majority of the existing board members present to constitute a quorum for purposes of conducting business. At any meeting where there is not a quorum present, the President may call a meeting of the Executive Board to attend to the action or business at hand.

## **Section 4.5 Compensation**

A Board member does not receive compensation for services as a Board member.

## **Section 4.6 Officers**

The Officers of the organization are the President, Vice President, Treasurer, and Secretary, who comprise the Executive Board. The Board of Directors will nominate and elect the President, Vice President, Secretary, and Treasurer. The Officers will be selected within 60 days following the annual meeting.

### **4.6.1 President.** The President presides over all scheduled meetings of the Membership, as well as those of the Board of Directors. The President is an Ex-officio member of all committees.

### **4.6.2 Vice President.** The Vice President fulfills the functions of the President when the President is unavailable, and is first in succession to the Presidency. The Vice President presides over the election of new board members for the Annual Meeting.

### **4.6.3 Treasurer.** The Treasurer is responsible for managing all finances for Center Stage Jackson as indicated in the Financial Policy approved by the Board. The Treasurer will ensure that an independent informal assessment of the financial records of the organization occurs bi-annually. The Board will ensure that the individual conducting the assessment is competent. The Board of Directors will approve all budgets and must approve all non-budgeted expenditures in excess of $50.00. The Treasurer acts as a fiduciary of the organization and must maintain a fiduciary responsibility to the organization at all times. The Treasurer is second in succession to the President.

### **4.6.4 Secretary.** The Secretary must keep and make available all minutes of all Special and Board Meetings. The Secretary is third in succession to the President.

**Section 4.7 Election of Board of Directors**

**4.7.1 Regular Elections.** Nominations for members of the Board of Directors will be accepted during the month of November. The Vice President will prepare the slate of nominees and the membership will be notified no less than 15 days before the December election. Newly elected Board Members will assume their duties no later than January 1st and serve for their elected term.

**4.7.2 Board Vacancies.** If a vacancy on the Board occurs, the remaining members of the Board may select a member to fill the unexpired term of the vacated position. Appointed members will stand for election at the next annual meeting.

**4.7.3 Voting.** Members who are eighteen years of age or older and have paid dues may vote. Members younger than eighteen may not vote but are accorded all other benefits of membership. New members must pay their initial dues at least thirty days before the annual meeting in order to be eligible to vote, nominate, be nominated, or to be elected to office at that annual meeting. Renewing members are eligible if their dues are paid any time before the annual meeting is called to order.

**4.7.4 Conduct of Elections.** Elections will be conducted in accordance with the Elections Policy approved by the Board of Directors.

## **Section 4.8 Expectations of Board of Directors**

## **4.8.1 Expectations.** Board of Directors members required attendance is defined as being present for at least 75% of meetings annually. Board members are expected to be active in at least one committee and one event per year, contribute to fundraising, marketing, outreach efforts and to attend shows.

## **4.8.2 Disclosure: Conflict of Interest.** Board of Directors members are required to fill out the Conflict of Interest Policy to disclose any and all professional ties to outside organizations. Examples include financial ties to contractors, vendors, or sponsors of Center Stage Jackson, personal relationships with directors, staff, or leadership in competing agencies/organizations

## **4.8.3 Removal**

A member may be removed from the Board of Directors or from membership, or both, for actions deemed harmful to Center Stage Jackson, including but not limited to acting in the name of Center Stage Jackson without authority of the Board of Directors or excessive absenteeism. Unless the Board indicates in writing something to the contrary, excessive absenteeism is considered being absent for 25% or more of the regular board meetings. The Board will use their discretion to determine excused versus unexcused absences.

**ARTICLE 5 – Committees**

## **Section 5.1 Establishment of Standing Committees**

The Standing Committees are: Finance, Play Selection & Director Recruitment, Outreach and Development, Production, and Governance and Development. Each Board Member will sit on at least one Standing Committee. Committee Chairs will be appointed by the Board. The Board may establish other Ad hoc Committees, as it deems necessary, and persons other than Board members may chair these committees.

## **Section 5.2 Committee Meetings**

The Chairperson or President will call meetings of any Standing or Ad Hoc Committee at such time as deemed appropriate.

**Section 5.3 Committee Community Involvement**

No committee may publicly represent the organization in support of or in opposition to any matter without prior authorization by the Board.

**ARTICLE 6 – Amendments**

## **Section 6.1 Amendments**

These Bylaws may be altered, amended, added to, or repealed at any Regular or Special Meeting of the members, or by a 2/3rd vote of Directors present at any duly constituted regular meeting of the Board of Directors.

## **Section 6.2 Agreement of Bylaws**

Every board member is deemed to assent to these bylaws and must sign the Code of Ethics for board members.

**ARTICLE 7– Dissolution**

If the organization is dissolved, all assets, real and personal, must be distributed to JACKSON COLLEGE, or its successor institution, so long as it qualifies as an organization described in Internal Revenue Code Section 170(c) or the corresponding provisions of future United States Revenue laws. If JACKSON COLLEGE, or its successor institution, does not qualify, then such assets must be distributed to such organizations as are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of future United States Internal Revenue laws, it again being the intent that such assets will be given to JACKSON COLLEGE if it so qualifies.

Amended 3/8/2025