

CONSTITUTION OF
THE JACKSON COUNTY STAGE COMPANY, INC.

Amended June 21, 2017

I. DEFINITION:

The Jackson County Stage Company, Inc., a community theater group, hereinafter referred to as "The Stage Company," or "the organization," is a not-for-profit corporation having the power to charge admission to performances; to receive gifts and bequests; and to have, own, acquire, purchase, sell, lease, and deal generally in and with equipment, facilities, and property of every kind and character (including real estate) in pursuit of its purposes.

II. PURPOSES

The purposes of The Stage Company include, but are not limited to

- A. The production of live theatrical entertainment of high quality for the residents of the Southern Illinois region;
- B. The provision of creative outlets for regional actors, directors, technicians, and other theatrical personnel;
- C. The fostering of camaraderie among persons who share common interests in community theater

III. MEMBERSHIP

A member of The Stage Company is a person who has paid dues in accordance with rates set forth in the By-Laws accompanying this document. Benefits of Stage Company membership include, but are not limited to, the following:

- A. Members may attend General Meetings and may vote at such meetings. (Non-members interested in becoming members are welcome to attend those meetings but have no voting rights.)
- B. Members are eligible for election and appointment as Executive Officers, as Area Coordinators, and to serve on committees of the organization.
- C. Members may participate in productions as directors, actors, technicians, etc. Non-members may audition for roles and may submit proposals for other aspects of production, but they must become members if cast, or otherwise engaged for production.
- D. Members may attend open rehearsals and may attend public performances free of charge if serving in production capacities or in capacities necessary for house management.

IV. GENERAL MEETING

At all General Meetings of The Stage Company, a Quorum shall consist of a simple majority of its Members, or twenty Members, whichever is less. "Robert's Rule of Order" shall be the authority on parliamentary procedures at General Meetings.

- A. An Annual General Meeting, to include election of Officers and By-Laws review, will be held in May of each year at a time and place specified by and announced by The Stage Company Council.
- B. Regular General Meetings will be held monthly according to a schedule determined and announced well in advance by The Stage Company Council.
- C. Special General Meetings may be called by the President, by a majority of The Stage Company Council, or upon the written request of ten percent of the Members of The Stage Company. For any such meeting, a reasonable attempt must be made to notify all Members individually at least five days in advance of the Special General Meeting.

V. THE STAGE COMPANY COUNCIL

The Stage Company Council is the body directly responsible for the overall management, artistic, and fiscal control of the organization's ongoing activities. Its ten members (five Executive Officers and five Area Coordinators) are expected to represent the General Membership in their decision-making process. The Council reports at each Regular General Meeting. While the Council has the authority to act as the management of the organization, the General Membership may present matters to the Council for its consideration, or may voice opinions about actions which have been taken, or are being considered, by the Council. On matters of importance, the Council may request direct input from the General Membership prior to making its decisions. In addition, the General Membership may, by putting forth a motion to reconsider, mandate that the Council reconsider an action. Such reconsideration will take place no later than the next scheduled Council Meeting. A simple majority of those voting at a General Meeting is sufficient to mandate reconsideration. (Such a mandate to reconsider does not obligate the Council to reverse an action.)

VI. EXECUTIVE OFFICERS

The executive Officers of The Stage Company shall be the President, Productions Vice President, Operations Vice President, Secretary, and Treasurer. All are elected by the Members of the organization.

Election and Terms of Office

The President, the Productions Vice President, and the Operations Vice President shall be elected at the Annual General Meeting in even-numbered years and shall take office on the following July 1.

The Secretary and the Treasurer shall be elected at the Annual General Meeting in odd-numbered years and shall take office on the following July 1.

Each Officer shall serve a term of two years and may not serve more than two consecutive terms in the same office.

Any Executive Officer unable to serve a complete term due to death, resignation, expulsion, or ineligibility shall be replaced by election at the soonest possible General Meeting. The term of the replacement Officer shall expire on the same date as that of the Officer replaced; but time served shall not be included in determining the eligibility of the replacement Officer to serve consecutive terms.

A. Duties

Each Executive Officer shall serve on The Stage Company Council. In addition, all are assigned specific operational functions for which they are ultimately responsible. However, they may assign other Members of The Stage Company to assist them through individual or committee assignments. Unless specified to the contrary in this Constitution or its By-Laws, such assignment may be made autonomously by the individual Executive Officer responsible for that assigned function. Their duties and assigned areas of responsibility are indicated in the By-Laws.

VII. AREA COORDINATORS

The Area Coordinators of The Stage Company shall be Facilities Coordinator, House Coordinator, Box Office Coordinator, Public Relations Coordinator and Publications Coordinator.

A. Appointment and Terms of Office

Each year the elected officers for the up-coming year will meet after the yearly election and prior to July 1, for the sole purpose of appointing the Area Coordinators. The selection of such appointees shall be by the elected officers and the appointment of each shall be by affirmation of at least three officers

Each Area Coordinator is appointed to a term of one full year effective July 1, with term of service ending June 30 of next year, and may serve in that same position for no more than five consecutive years. After five years in a Coordinator position, exceptions may be made to allow additional years of service, one at a time, requiring a 2/3 majority vote of seated Stage Company Council members.

Any Area Coordinator unable to serve a complete term due to death, resignation, expulsion, or ineligibility shall be replaced as soon as possible by special vote of the five Executive Officers. The term of replacement Area Coordinator shall expire on the same date as that of the Coordinator replaced.

Expulsion of an Area Coordinator requires a two-thirds majority vote of the Members of The Stage Company Council present and voting at a meeting called especially for that cause. Any such meeting must be announced at least one week in advance, in writing, to each Member of The Stage Company Council.

B. Duties

Each Area Coordinator shall serve on The Stage Company Council. In addition, all are assigned specific operational functions for which they are ultimately responsible. However, they may assign other Members of The Stage Company to assist them through individual or committee assignment. Unless specified to the contrary in this Constitution or By-Laws, such assignment may be made autonomously by the individual Area Coordinator responsible for that assigned function. Their assigned areas of responsibility are indicated in the By-Laws.

VIII. STANDING COMMITTEES

The Play Selection Committee and the Directors election Committee are designed as Standing Committees with one-year terms. The make-up and duties of these committees are indicated in the By-Laws.

IX. AMENDMENT PROCESS FOR CONSTITUTION

- A. A proposed amendment to this Constitution may be presented at any General Meeting of the General Membership, with a written copy submitted to the Secretary, to be acted upon at the next Regular Meeting.
- B. Copies of the proposed amendment will be made available for the Secretary to distribute to the membership at least a week before the meeting at which a vote will be taken.
- C. The proposed amendment shall be submitted to a vote of the General Membership at a Regular Meeting. A two-thirds majority of those present and voting is required to adopt a proposed amendment.

ARTICLE X. CREATING A DEVELOPMENT BOARD OF DIRECTORS

A. Purpose.

Establish a Development Board of Directors whose purpose is raising major funds to create a resident theater building for the Stage Company (and a performing arts venue for Jackson County). Board members must demonstrate community prominence and leadership and the willingness and desire to seek support for the Stage Company. Development Board members must be willing to:

- 1. make gifts commensurate with their ability,
- 2. lend their name to the fundraising campaign,
- 3. secure gifts from individuals, businesses, foundations, governments and other sources, and
- 4. assist in planning and executing major fundraising activities, including efforts to acquire bequests.

B. Composition of Board.

Its number shall be from seven to 15 members. At least two of the members shall be from the Stage Company. The two designated members from the Stage Company are the president and treasurer of the Company, who act as liaisons with the Stage Company Council, the Stage Company's internal Fundraising Committee (for less-than-major donations) and the general membership of the Company. The Development Board will elect a Chairperson, Vice Chairperson and Secretary. The treasurer of the Board shall be the treasurer of the Stage Company. The Board shall establish operating

procedures and shall be responsible for identifying, cultivating and recruiting prospective Development Board members. To gain an adequate representation of the community, the Board should include members from business, law, medicine, University or college, politics, banking and the arts. The Board shall also establish procedures for electing officers, the term of office and the term of Board membership.

C. Establishing the Development Board.

An ad hoc recruiting committee to enlist five initial members to the Development Board shall be appointed by the President of the Company with the approval of the Council. In turn, those members, including the new Board members and the President and Treasurer of the Company, will continue to recruit new members to the Board until a minimum of seven and a maximum of fifteen are achieved. Upon establishing a Board of at least seven, the Board will elect its officers and proceed to work on soliciting funds.

D. Working Procedure.

1. The Board is independent of the theatrical operations of the Stage Company and, while informed of those activities, does not have authority over those operations. Through the Stage Company members on the Board, the Board will be kept apprised of Company activities and vice versa. The Board will develop major fund raising plans and procedures and will solicit donations.
2. Coordination between the less-than-major fundraising by the Company's internal fundraising committee and Board activities is the responsibility of the Stage Company members on the Board. A special committee, made up of members from the internal fundraising committee and members of the Board, may be set up for that purpose.
3. The Board will obtain working capital for their activities from the initial donations of Board members. Additional funds may be requested from the Stage Company Council for fundraising purposes. The Council has authority to rule on such requests at a Council meeting in which advance notice is given, via e-mail, to Council members and the general membership that such a request has been made. The Development Board has authority to open one or more financial accounts to manage their income and expenses. All accounts will be supervised by the Stage Company Treasurer who will make financial reports to the Company periodically.

A. Dissolution of the Development Board.

The Stage Company has the authority to dissolve the Development Board upon the presentation and passage of a motion to amend the Constitution by deleting this Article X. Such a proposed amendment will follow the rules for amending the Constitution.

THE JACKSON COUNTY STAGE COMPANY
(known locally as The Stage Company)

BY-LAWS

Article I - FINANCIAL SUPPORT AND DUES

SECTION 1. Individuals and firms can contribute to The Stage Company in the following categories with the attendant rights and privileges:

- A. Angels are those who contribute \$1000 or more.
- B. Patrons are those who contribute between \$500 and 999.
- C. Benefactors are those who contribute between \$250 and 499.
- D. Sponsors are those who contribute between \$100 and 249.
- E. Contributors are those who contribute less than \$100.

Complimentary tickets and other benefits for donors will be determined by the Stage Company Council.

SECTION 2. Membership Dues are:

- A. Annual dues for regular members are \$20. A family membership discount is available for \$35 per year, which gives full membership to one family unit: parents and children (high school students and younger). A student membership for full time students of any age (high school or college) is available for \$10.
- B. Dues shall be paid to the Membership Vice-President by September 1 and will become delinquent on October 1.

ARTICLE II – ELECTION OF OFFICERS

SECTION 1. A Nominating Committee, appointed by the Council, will present the nominations, in writing, to the Secretary at the May meeting, at which time the election shall be held by secret ballot.

SECTION 2. No one shall be nominated for any office whose consent to serve has not first been obtained.

SECTION 3. Nominations may be made from the floor, pending the consent of the nominated at that meeting.

ARTICLE III – STAGE COMPANY COUNCIL

SECTION 1. The Council meets at least monthly at the call of the President. Emergency meetings of the Council may be called by any three of its members, provided five day notification is given to all Council Members.

SECTION 2. A majority of Council members constitutes a quorum. It determines its own rules of parliamentary procedure. All meetings of the Council must conform to the Illinois Open Meeting Law.

SECTION 3. The Council will make a monthly report at all regular General Meetings and in the monthly newsletter about all actions taken by the Council.

SECTION 4. In any single fiscal year, the Council may not incur indebtedness, above the approved operating budget for The Stage Company, in an amount greater than one-half of the average of the annual gross revenue of the past three fiscal years without approval by the Membership. Approval requires a two-thirds majority of those present and voting at a meeting of the General Membership.

SECTION 5. The Council shall prepare the annual Calendar of Events and Meetings.

SECTION 6. The Council shall report the Annual Budget to the Membership for the upcoming year.

ARTICLE IV- COMPOSITION AND DUTIES OF STANDING COMMITTEES

Section 1. The Play Selection Committee is comprised of five members named by the Council and serves a full year term starting July 1. The Production Vice President shall serve as Chairperson and no more than one of the additional four persons chosen to serve can be a member of the Council. This committee recommends to the Council plays to be produced by The Stage Company for all public performances.

Section 2. The Directors Selection Committee is comprised of five members named by the Council. The Production Vice President shall serve as Chairperson. This committee serves a full year term starting July 1. It recommends to the Council the directors for all plays to be produced for public presentation, the Directors Selection Committee will immediately recommend another candidate to the Council. No applicant for a directing position can serve on this committee. If the Vice President of Productions is not eligible to serve, the President of the Council shall appoint a Chairperson Pro tem.

Article V- DUTIES OF ELECTED OFFICERS

The President presides at all General Meetings and at meetings of The Stage Company Council; is responsible for the work and progress of the organization; appoints and instructs committees not otherwise specified in the Constitution and By-Laws, and serves as an ex-officio member of each committee, including all standing committees; originates all grant applications and major funding requests; serves as the primary Stage Company contact for all organizations (local, regional, state, national, and international) having similar interests and objectives.

The Production Vice President acts as President pro tem in the absence of the President; serves as Chairperson of the Play Selection Committee and the Directors Selection Committee; functions as a liaison person for the coordination of all activities (production, pre- and post-production) connected with public performances.

The Operations Vice President acts as President pro tem in the absence of both the President and Production Vice-President; coordinates membership activities other than public performances; originates membership workshops, monthly programs for membership meetings, special parties, and other activities to increase membership participation in the organization; chairs the Awards Banquet Committee; coordinates all of the activities (other than performance) for the Appreciation Night Gala; collects membership dues; maintains an accurate membership roster; maintains accurate mailing label and phone lists of members; sends a regular monthly newsletter to all members to keep them informed of the organization's activities.

The Secretary takes the minutes of each council and general meeting as well as any specially called meetings and keeps a copy of the minutes for the archives; assists Publicity Coordinator in maintaining the historical archives of the organization-including videos, newspaper clippings and photographic records.

The Treasurer acts as a custodian of the organization's funds and assets; keeps an itemized account of all receipts, expenditures and investments, reporting them in full at

each monthly Membership Meeting; makes bank deposits; maintains records and makes reports to the IRS; is responsible for all fund raising; keeps accurate records of financial supporters; prepares and presents an annual budget to the Council; has an annual external audit performed.

Article VI- DUTIES OF AREA COORDINATORS

The Facilities Coordinator is responsible for the maintenance and security of the organization's building, grounds, and major physical facilities; serves as the central coordinator of all requiring the use of same.

The House Coordinator is responsible for the care and safety of the audience at all public performances; serves as central coordinator of all house managers; is ultimately responsible for the proper operation of all audience-related functions including ushering, concessions, and intermission facilities.

The Box Office Coordinator is responsible for all activities related directly to the operation of the public box office, including; ordering tickets, scheduling box office hours, assuring that personnel are on duty, establishing procedures for handling cash, making bank deposits, and making a proper accounting to the Treasurer.

The Public Relations Coordinator originates all press releases for The Stage Company and, along with the President, serves as official spokesperson for The Stage Company; oversees the preparation of all press releases for public performances; is responsible for all paid advertising for The Stage Company, and maintains historical archives, with assistance from the Secretary.

The Publications Coordinator will prepare the program for each production and serve as editor of the monthly newsletter, gathering information, doing lay-out and working with the Operations Vice-President in sending the Newsletter.

Article VII- PROHIBITED TRANSACTIONS

No part of the net earnings of this corporation shall insure to the benefit of any individual, and no part of the actives of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation inconsistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code of `954 as it now exists or as it may be amended.

Article VIII- DISSOLUTION OF ASSETS

Upon the dissolution of this corporation, whether voluntary or involuntary, all property of the corporation shall be distributed exclusively for charitable, educational, cultural, or literary purposes, only to organizations which have been granted exemption from Federal Income Tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended, or to local, state or the Federal Government for exclusively public purposes, and cannot be distributed to any individual member, officer, or director of the corporation, or to any other person or persons

whomsoever, except those who come within the purposes of the corporation as set out above; provided, however, that the corporation shall have the right to pay and discharge such reasonable costs, expenses and liabilities as may be incurred in furthering such purposes.

In the event this organization should dissolve, the remaining assets of this group shall pass in the following order of priority to:

1. Another community theater group in Jackson County, Illinois, which as been decided upon by the Members.
2. Another community theater group in Southern Illinois which has been decided upon by the membership;
3. A high school drama club in Jackson County, Illinois, which has been decided upon by the Membership.
4. The Theater Department of a university in Jackson County, Illinois.

Article IX-AMENDMENT PROCESS FOR BY-LAWS

SECTION 1. Any and all amendments to the By-Laws of The Stage Company must be approved by the General Membership at a legally constituted meeting. Approval requires a positive vote by a majority of those Members present and voting.