A Children’s Theatre of the Mesilla Valley, Inc.

Bylaws

*Mission Statement*

*A Children’s Theatre of the Mesilla Valley, Inc., will teach theatre and film performance and production skills to young people while developing in them an appreciation and love of the arts.*

**ARTICLE I - MEMBERSHIP**

**SECTION 1 – ELIGIBILITY.**  Membership in A Children’s Theatre, Inc., is open to anyone (including individuals, families, and businesses) subscribing to the objectives and policies of the Corporation. Membership shall be open without regard to race, religion, sex, or national origin.

**SECTION 2 – MEMBERSHIP REQUIRED.** Upon the receipt of the A Children’s Theatre, Inc. enrollment form and payment of the scheduled activity tuition fee, the child and their parent (s) or legal guardians (s) automatically become a member for that calendar year.

**SECTION 3 – CLASSES OF MEMBERS.** The Corporation shall have two classes of members. Designation of the classes and the qualifications and rights of the members of each class shall be as follows:

1. **Individual Persons** **(or if under age of majority, their parents/guardians)** may become members of the Corporation upon completing the enrollment form and paying specific activity tuition fees, where applicable. The fee to be paid for memberships may be in the form of in-kind services, or underwriting of specific projects, if approved by the Executive Committee.
2. **Sponsors.** Any corporation, partnership, other business, or non-profit corporation may become a sponsoring member of the corporation upon acceptance by the board of Directors and payment of the fee set by the Board of Directors for sponsors.

**SECTION 4 – TUITION FEE**. Scheduled activities that require a payment of tuition shall include, but not be restricted to classes, workshops, sessions and productions.

**SECTION 5 – VOTING RIGHTS.** Each individual member or sponsoring member shall have one vote.

**SECTION 6 – TERMINATION OF MEMBERSHIP.**

1. **Cause.** Any member may be terminated for cause upon decision of the Board of Directors by a two-thirds vote after a hearing is held upon no less than three day’s notice.
2. **Resignation.** A member may resign at any time by submitting a letter of resignation to the Secretary of the Corporation. The Secretary shall promptly notify the Board of Directors of the resignation.
3. **No Refund.** No portion of any fee shall be refunded, unless approved by a board member, artistic director and/or executive director.

**ARTICLE II – BOARD OF DIRECTORS**

**SECTION 1 – COMPOSITION.**  The Corporation shall be governed by a Board of Directors which shall consist of the following voting Directors, elected by the general membership: President, Vice President, Secretary, Treasurer, and a minimum of three members elected at large. The Board of Directors shall select the number of at-large members provided the number selected by the Board shall not cause the number of elected Board members to exceed that allowed by the Articles of Incorporation.

**SECTION 2 – POWERS AND DUTIES.**

1. **Powers.** The Board of Directors shall transact all business of the Corporation and have the power to enforce the Articles of Incorporation and these Bylaws as well as any policies developed under its policy-making authority. The Board shall make all major policy decisions regarding the Corporation’s operations including, but not limited to; organizational structure, approving annual budgets, approving tuition fees and scholarships. No expenditure shall be budgeted or approved unless consistent with the purposes set forth in Article III of the Articles of Incorporation. The Board shall also conduct long range planning; hire, evaluate and dismiss the Executive Director and Artistic Director.
2. **Tenure.** The Board of Directors shall assume office effective the first day of December following their election, and serve one year terms. A Board member may be re-elected to the same or any other position on the Board.

**SECTION 3 – BOARD OF DIRECTORS’ DUTIES.** The duties of the Directors shall

 be:

1. **President.**  The President shall be the Chief Executive Officer of the Corporation. The President is charged with the overall administration and executive functions of the Corporation and shall preside at all corporate board and general meetings, and shall assign duties to all officers and board members as required. As Chief Executive Officer, the President is empowered to take prudent and reasonable actions in cases not covered by the Articles of Incorporation, these Bylaws, or written corporate policies, and such authority as is implicit in the office. The President shall be an ex-officio member, or appoint the Vice President as the ex-officio member of all standing and ad hoc committees. The President shall appoint special committees which the President or Board of Directors deems necessary to carry out the functions of the Corporation, and name the chairperson of each such committee. The President shall be the Chair of The Executive Committee. The President shall be responsible for providing all board members with notice and an agenda prior to Board meetings
2. **Vice President.** In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to the restrictions upon the President. The Vice President shall be the Chair of the Evaluation Committee. The Vice President shall perform all other duties as from time to time may be assigned by the President or Board of Directors. If the office of President is vacated, the Vice President shall become President for the remainder of the term.
3. **Secretary.** The Secretary shall keep record of minutes of all Board of Director’s and general membership meetings. The Secretary shall have available at all meetings copies of the minutes of the previous meetings, have available for inspection written minutes for each meeting, and shall maintain a master copy of the Articles of Incorporation, Bylaws, and corporate policies, with all amendments thereto.
4. **Treasurer.** The Treasurer shall give a financial report at all Board of Directors and general meetings; and provide copies of all accounting records to the President, upon request. The Treasurer, or President or other person specifically named by the Board of Directors, may disburse funds in payment of obligations of the Corporation on their own authority. The Treasurer shall chair the Scholarship Committee.
5. **Members at large.** Each Member at large shall, with the other Directors, represent the interest of the Corporation and perform other duties assigned to them by the President or the Board.
6. **Jr. Members at large.** Each Jr. member at large shall, with the other Directors, represent the interest of the Corporation and perform other duties assigned to them by the President or the Board. A Jr. member at large may vote on all matters except those that are financial.

**SECTION 4 – TERM OF OFFICE.** The term of office for each Director shall be one year. Each Director shall assume office effective December 1 of the year in which that Director is elected. At the conclusion of a Board member’s tenure, that member shall deliver to his or her successor all official materials and records pertaining to the Corporation no later than fifteen days after leaving office. No Board member shall hold the same office for longer than two consecutive years.

**SECTION 5 – VOTING RIGHTS.** Each Director shall have one vote at all Board of Directors meetings.

**SECTION 6 – ELECTION OF THE BOARD OF DIRECTORS.**

1. **Time of election.**  Each Director shall be elected at the Annual General Meeting.
2. **Nominations.** At the Annual General Meeting, a list of nominees, selected by an ad hoc committee, shall be offered as a slate for election. Additional nominations may be made from the floor prior to the vote for each position on the Board of Directors.
3. **Voting.** The nominee for each position receiving the majority of votes cast shall be declared elected. In the case of a tie, the incumbent Board of Directors shall elect one candidate from the nominees receiving an equal number of votes.

**SECTION 7 – BOARD OF DIRECTORS MEETING.**

1. **Regular meetings.** The Board of Directors shall meet regularly for the transaction of business, at least every 60 days. The time and place of such meeting shall be designated by the President, by written notice to the Board of Directors. A copy of the notice may also be placed in any publication issued by the Corporation to its membership and posted in the corporate office for the information of all members. Each Board member shall receive notice of regular meetings at least seven days in advance notice.
2. **Special meetings.** Special meetings of the Board of Directors may be called by the President by giving no less than 24 hours’ prior notice to each Board member.
3. **Quorum.** Three members of the Board of Directors at any regular or special meeting thereof shall constitute a quorum. A majority of the quorum, unless specified elsewhere in the Articles of Incorporation or these Bylaws, may transact business.

**SECTION 8 – PUBLIC MEETINGS.** All meetings of the Board of Directors are open to the general membership.

**SECTION 9 – VACANCIES IN OFFICE.**

1. **Automatic vacancy.** Any member of the Board of Directors who are absent from three consecutive, regularly scheduled meetings of the Board may have the Director’s office declared vacant by decision of the Board.
2. **Vacancy by removal.** Any member of the Board of Directors may be removed from office at any meeting of the membership, upon a two-thirds vote. In addition, the Board of Directors may remove any member of the Board by a two-thirds vote at any regular or special meeting of the Board provided notice of the motion to remove the Board member has been given to all members of the Board at least three days prior to the regular or special meeting at which the vote of removal is to take place. Any Board member whose removal has been proposed shall have an opportunity to respond prior to any vote being taken upon a motion of removal and such reason may include written material and, at the direction of a majority of the Board present, oral testimony.

**SECTION 10 – FILLING VACANCIES.** Any position on the Board of Directors vacated by reason of resignation, death, removal, or declared vacant pursuant to Section 9(1) of the Article II may be filled by the Board of Directors for the unexpired term of the position vacated.

**ARTICLE III – OFFICERS**

**SECTION 1 – OFFICERS.** The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

**SECTION 2 – POWERS AND DUTIES OF OFFICERS.** The officers shall manage the day-to-day operation of the corporation under the direction of the Board of Directors. Each officer shall have authority to sign necessary documents on behalf of the Corporation, conduct negotiations with other entities on behalf of the Corporation, and take other actions in furtherance of the Corporation’s objectives. No officer may expend funds (except as provided in Article II, Section 3(4) of these Bylaws), enter into any contract, or otherwise commit the Corporation to any action without the approval of the Board of Directors. The officers shall form the Executive committee.

**ARTICLE IV – GENERAL MEMBERSHIP MEETINGS**

**SECTION 1 – GENERAL MEMBERSHIP MEETINGS.**

1. **Regular Meetings.** The Corporation shall hold at least one meeting of the general membership per calendar year. Notice of such meetings shall be provided to the membership at large at least seven days prior to the meeting.
2. **Annual General Meeting.** At least one of the general membership meetings shall be held during the month of October, and shall be referred to as the Annual General Meeting. Election of members of the Board of Directors shall take place at the Annual General Meeting, and the meeting shall conduct other business of the corporation as appropriate.

**SECTION 2 – SPECIAL GENERAL MEMBERSHIP MEETINGS.** Special meetings of the general membership may be called as follows:

1. **By the President.** Special meetings of the general membership may be called by the President from time to time at the President’s discretion, by giving at least four days’ prior written notice of the time and place to the membership.
2. **By members of the Corporation.** Any member of the Corporation may request a special meeting of the general membership for a specific purpose by giving a written request for such meeting to the Board of Directors. The Board of Directors may consider the request at any regular or special meeting thereof, and, if it approves such a meeting, the President shall, without delay, give a minimum of four days’ written notice of the time and place of such special general membership meeting.

**SECTION 3 –NOTICE OF MEETING.** Notice of any meeting of the general membership called under this article shall state the time and place of the meeting and, if a special meeting, the purpose of such meeting.

**SECTION 4 – REPORTS.** At each general membership meeting, the Board of Directors shall report on its activities; such reports shall include a financial report and a report by the president on the state of the Corporation. Any standing or ad hoc committee may also make a report at general meetings. The general membership may reverse or revise any action of the Board of Directors, provided, such decision is approved by a two-thirds vote of the quorum attending the general meeting.

**SECTION 5 – QUORUM.** Five members of the general membership at any general meeting shall constitute a quorum.

**ARTICLE V – COMMITTEES**

The following shall be standing committees within the Corporation:

**SECTION 1 – EXECUTIVE COMMITTEE.** There shall be an Executive Committee as follows:

1. **Composition.** The Committee shall consist of the officers of the Corporation. The President shall be the Chairperson of the Executive Committee. The immediate past President of the Corporation shall serve in an advisory capacity to the Executive Committee, upon its request.
2. **Duties and powers.** The Committee shall meet at the request of any member of the Committee and advise the President and other officers on matters presented to it. The Executive Committee shall have all the duties and authority generally accorded a corporate executive committee, and shall have general control and authority over the day-to-day affairs of the Corporation. It is responsible for establishing policies to achieve the purposes and objectives of the Corporation, subject to review by the Board of Directors. The Committee shall prepare and adopt such policies, procedures, rules, and regulations related to the purposes and objectives of the Corporation, as it may consider essential or desirable and shall, in doing so, give due consideration to the recommendations of the Executive Director and Artistic Director.

**SECTION2 – EVALUATION COMMITTEE.** There shall be an Evaluation Committee as follows:

1. **Composition.** The Committee shall consist of the Board members and members at large. The Committee shall be chaired by the Vice President.
2. **Duties and powers.** The Committee shall evaluate the performance of the Executive Director and Artistic Director, using such criteria for job performance as may be contained in these Bylaws, policies of the Corporation, and any contract agreed upon between the Executive Director, Artistic Director, and the staff. The Committee shall make available its evaluation at the Annual General Meeting. As part of the evaluation process, the Committee shall make recommendations for the continued service of those it evaluates, and recommendations with regard to salary and other emoluments. The Evaluation Committee shall also set the evaluation criteria for each salaried employee of the Corporation; determine the dates of annual evaluations of such employees; and, in consultation with the Executive Director and Artistic Director, make recommendations to the Board of Directors concerning salary and other emoluments of all employees supervised by those Directors. If deemed necessary by the Board of Directors, the Evaluation Committee may also set evaluation criteria for work performed by volunteers.

**SECTION 3 - SCHOLARSHIP COMMITTEE**

1. Composition. The Committee shall consist of the President, the Treasurer and any other board members who would like to participate. The Committee shall be chaired by the Treasurer.
2. Duties and powers. The Committee shall evaluate all current scholarship applications. The Committee will make award decisions based on the evaluation of each scholarship application. The Committee is responsible for developing an evaluation process in order to determine a scholarship award. The Committee shall be responsible for maintaining records of all scholarships that have been awarded or declined.

**SECTION 4 –** **AD HOC COMMITTEES**. From time to time, the President may appoint ad hoc committees to perform specific task for a special time period. The President shall, at the time of appointment of any ad hoc committee, state its composition, duties, powers, and the length of its duration, all of which may be changed by the President from time to time as necessary to accomplish the purpose of any ad hoc committee. The president shall also name the person to chair each ad hoc committee.

**ARTICLE VI – EXECUTIVE DIRECTOR**

**SECTION 1 – APPOINTMENT.**

1. **Appointment and contract.** The Executive Director shall be appointed by the Board of Directors, which shall negotiate the Director’s contract. Negotiation of the contract may be conducted on behalf of the Board of Directors by a committee appointed by the President for that purpose.
2. **Duties and powers.** The duties of the Executive Director shall be:
	1. To ensure that corporate meetings are held in a timely fashion;
	2. To be an ex-officio member of all committees except the Evaluation Committee;
	3. To be an ex-officio member of the Board of Directors, except when the Board is considering evaluations of the Executive Director in closed session;
	4. To prepare and timely submit grant proposals on behalf of the Corporation;
	5. To ensure that all sponsoring and sustaining members of the Corporation, and other significant contributors are properly acknowledged;
	6. To prepare and submit to the Board of Director for approval all major personnel policies;
	7. To ensure that the Corporation’s personal policies are in accordance with state and federal law;
	8. To prepare and submit to the Board of Directors a proposed Annual Budget;
	9. To keep records of all income and disbursements, subject to the supervision of the Board of Directors;
	10. To prepare and implement operational policies for the Corporation, including, but not limited to personnel policies, job descriptions, office procedures, and financial policies;
	11. To employ, direct, and dismiss personnel, and accept resignations of personnel within the Executive Director’s line of supervision;
	12. To supervise daily operations of the corporate activities;
	13. To provide assistance to the Board of Directors and its committees;
	14. To prepare and submit any annual or other reports required by corporate funding sources, and ensure that the Board of Directors receives a copy of each such report, and, if necessary, approves it in a timely fashion;
	15. To represent the Corporation the public;
	16. To implement and enforce the policies and regulations of the Board of Directors;
	17. To retain records for use by the Corporation, including but not limited to, class registrations, memberships, media release forms. Archives, and minutes of meeting;
	18. Secure a Show Coordinator who will perform the following duties; including but not limited to, procurement of performance and rehearsal space; coordination of publicity, ticket sales, concessions, video and photographic records and sales; coordination of ushers and clean-up; printing of tickets and programs;
	19. In cooperation with the Artistic Director, to establish and maintain contracts with other artistic, business, community, state and national organizations pertaining to the mission of the Corporation.
	20. Shall implement an annual sponsorship drive and fundraising endeavors.
	21. To perform other duties as assigned by the Board of Directors.
	22. Receiving and collecting all monies and depositing same into an account in a bank approved by the Board of Directors.
	23. Secure a bookkeeper who shall perform the following duties: keep accurate and complete records of all deposits and disbursements in a manner approved by the Board of Directors; deposit all funds into the Corporation’s approved bank accounts in the name of the Corporation; disburse funds in accordance with the annual budget or at the direction of the Board of Directors; may disburse funds in payment of obligations of the Corporation on their own authority

**SECTION 2 – SERVICE.** The Executive Director shall serve at the pleasure of the Board of Directors, which shall promptly review the Executive Director’s annual evaluations. No contract for service by an Executive Director shall exceed two years in length, however, the Board may renew or renegotiate with the Executive Director any such contract at the expiration thereof. The Board may also review any contract on its own decision or at the request of the Executive Director. Review of a contract does not imply or mandate change in the contract if the Board of Directors feels the contract is adequate as drawn.

**ARTICLE VII – ARTISTIC DIRECTOR**

**SECTION 1 – APPOINTMENT.**

1. **Appointment and contract.** The artistic Director shall be appointed by the Board of Directors, which shall negotiate the Director’s contract. Negotiation of the contract may be conducted on behalf of the board of Directors by a committee appointed by the president for this purpose.
2. **Duties and powers.** The duties of the Artistic Director shall be:
	1. To determine curricula for theatre instruction;
	2. To determine, select, and oversee theatre performances;
	3. To obtain and train needed personnel for theatre instruction and performances;
	4. In consultation with the Executive Director, to propose for consideration by the Board of Directors, the annual class workshop and performance schedule of the Corporation;
	5. To oversee the conduct of any workshops given by the Corporation concerning acting or other performance;
	6. To be an ex-officio member of the Board of Directors, except when the Board is considering evaluation of the Executive Director and Artistic Director, in closed session.
	7. To direct performances, production of performances, and the like and,
	8. To perform such other duties as may be directed by the board of directors.

**ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUND**

**SECTION 1 – CONTRACTS.** The Board of Directors may authorize any officer, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any such authorization shall be recorded in the minutes of the meeting in which the authorization is given.

**SECTION 2 – CHECKS, DRAFTS, ETC.** All checks, drafts, or orders for payment of money, notes, or other evidence for indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents of the corporation as shall be determined by resolution of the Board of directors. In the absence of such determination, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or Vice President.

**SECTION 3 – DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, given due consideration to the recommendations of the Treasurer.

**SECTION 4 –GIFTS.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gifts, bequest, or devise for the general purpose or for any special purpose of the Corporation. Unless otherwise specified by the Board of Directors of at the donor’s direction, charitable donations will be deposited in the Corporation’s General Fund.

**ARTICLE IX – FISCAL YEAR**

The fiscal year of this Corporation shall begin on the first day of July and end on the last day of June in the following year.

**ARTICLE X – SEAL**

The Board of Directors may provide a corporate seal, which shall be of such design as directed by the Board.

**ARTICLE XI – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provision of the New Mexico Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

**ARTICLE XII – INDEMNITY**

**SECTION 1 – INDEMNITY.**  The Corporation shall indemnify a Director, or former Director of the Corporation, against reasonable expenses, cost and attorneys’ fees actually and reasonably incurred by the Director in connection with the defense of any action, suit or proceeding, civil or criminal, in which the director is made a party by reason of having been a Director. Indemnification shall include any amounts paid to satisfy a judgment or compromise, or settle a claim. There shall be no indemnification for any punitive damages required to be paid by a Director. No Director shall be indemnified if that Director shall be adjudged to be liable on the basis of having breached or having failed to perform the duties of the Director’s office, or if such judgment should find that the Director engaged in any illegal act against any person or the Corporation, or that the Director breached or failed to perform the duties of the Director’s office, and that breach or failure to perform constituted willful misconduct or recklessness.

**SECTION 2 – ADVANCE INDEMNITY.**

1. **Allowance.** Advance indemnification may be allowed to Director for reasonable expense to be incurred in connection with the defense of the action, suit, or proceeding, provided, the Director agrees to reimburse the Corporation if it is subsequently determined that the Director was not entitled to indemnification. Such agreement shall be in writing.
2. **How allowed.** Any vote by the Board of Directors to allow any such advance indemnification shall be decided by: (a) a majority vote of a quorum consisting of those Directors who are not parties to such action, suit, or proceeding; or, (b) if such a quorum is not obtainable, or if obtainable and a quorum is disinterested directors so directs, then by independent legal counsel in a written option; (c) otherwise, by a majority vote of the quorum of voting directors.

**ARTICLE VIII – CONFLICT OF INTEREST STATEMENT**

Any person of the general membership or a board member of A Children’s Theatre of the Mesilla Valley that serves as a contracted service provider must refrain from voting on any issue or concerns involving themselves or their employment.

**ARTICLE XIV – AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, by a majority of the Directors present at a regular or special meeting if at least two days’ written notice is given of intent to alter, amend, repeal, or adopt new bylaws at such meeting.

I,\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, certify that the above Bylaws of A Children’s Theatre of the Mesilla Valley, Inc., were adopted by a majority of the then-sitting Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2020.

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 President

I,\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, certify that the above Bylaws of A Children’s Theatre of the Mesilla Valley, Inc., were adopted by a majority of the then-sitting Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2020.

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 Secretary