

BYLAWS of the APOLLO CIVIC THEATRE INC

(A West Virginia not-for-profit corporation)

Effective May 30, 2023

Approved by vote of the membership on May 30, 2023

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Article 1 – Name

The name of this non-profit, non-stock corporation, as incorporated under the laws of the State of West Virginia, is “The Apollo Civic Theatre Inc”

Article 2 – Offices

The Association shall maintain in the State Of West Virginia a registered office and a registered agent at such office.

Article 3 – Purpose

The purposes for which the Apollo Civic Theatre (hereinafter referred to as the ACT) is organized are as follows, as set forth in its Articles of Incorporation:

The objects and purposes for which this corporation is formed are exclusively charitable, literary and educational and are a) to foster, promote, increase and develop amateur dramatics for the enjoyment and education of the general public; b) to provide opportunities for individuals to learn, to participate in and to enjoy theatrical activities; c) to conduct clinics and workshops for the training of individuals in theatrical and allied arts; d) to encourage and participate in other culture and artistic activities in the community, and to these ends the purposes of the ACT as a public purpose, e) presenting theatre, and f) maintain an historic building.

Provide that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth above. No substantial part of the activities of the corporation shall carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 4 – Dissolution

The provision for dissolution as set forth in the Articles of Incorporation is as follows: Upon the dissolution of the corporation, assets shall be distributed for one or more

exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 5 – Membership

Section 5.1 – Class of Members. The members shall each year consist of those individuals who support the purpose of the ACT, have completed a membership application including their mailing address for meeting notifications, and have paid their membership fee for the year. The membership year shall coincide with the fiscal year. Types of memberships shall be Active and Lifetime, Honorary and Associate. Active Member shall be entitled to one vote on each matter submitted to vote of the members.

Section 5.3 – Resignation. Any member may resign by filing a written resignation with the Recording Secretary.

Section 5.4 – Expulsion or Suspension of a Member. Any member, by resolution of the Executive Committee, may be expelled or suspended from membership in the ACT for any willful act or course of conduct contrary to the best interest of the ACT or its principles, which are recognized as being condoned by said member. The resolution proposing such expulsion or suspension must be presented in writing to the Board of Directors by at least four (4) members in good standing. Suspension or expulsion will be voted on at a Special Membership Meeting and must be approved by a majority vote of members.

Section 5.5 – Transfer of Membership. Membership in the ACT shall not be transferable or assignable.

Article 6 – Meetings of Members

Section 6.1 – Annual Meeting. An annual meeting of the members shall be held within forty-five (45) days prior to the end of the fiscal year, at such place and time as the Board of Directors shall designate.

Section 6.2 – Special Meetings. Special meetings of the members may be called and the time, place and purpose of such meetings designated either be the President, by the Board of Directors or by petition of not less than one-fifth of the members.

Section 6.3 – Notice of Meetings. Written notice stating the place, date and hour of any meeting of the members shall be mailed, faxed, or otherwise delivered to each member fifteen (15) days before the date of such meeting. In case of a special meeting or when required by status or by these Bylaws, the purpose of which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed delivered when deposited with prepaid postage thereon in the United States mail; if faxed or otherwise delivered, the notice of a meeting shall be deemed delivered upon the date and time of transmission. The notice may be transmitted by email if allowable under West Virginia law, and if a member agrees in writing to receiving notification by that method.

Section 6.4 – Quorum of Members. A majority of these members in good standing who have paid dues by March 1 prior to the annual meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any thus adjourned meeting at which a quorum shall be subsequently present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at the meeting.

Section 6.5 – Voting. All matters submitted for a vote of the members shall be acted upon at a duly held annual or special meeting or as required by the law of the state of West Virginia.

Article 7 - Board of Directors

Section 7.1 - General Powers. The affairs of ACT shall be managed by the Board of Directors.

Section 7.2 - Election of Board. The Board of Directors shall be elected annually by a majority vote of the members present and voting at a publicly announced meeting. There shall be no fewer 9 directors and no more than 15 directors. Each director will be elected to a 3-year term with 1/3 if the directors being voted on each year. There shall be no limit on the number of terms served by any Board member. Candidates for the Board shall be nominated by a committee selected by the President. All candidates must agree to serve before being nominated. Additional candidates may be nominated from the floor during the general meeting.

Section 7.3 - Duties The Board of Directors shall formulate and approve all policies. In addition, the Board shall:

- X Identify and approve all funding sources and programs,
- X Approve all ACT sponsored or funded projects, except those requiring decisions in less than 1 month and costing less than \$500,
- X Approve budget expenditures of over \$500,
- X Annually establish an administrative fund of not more than \$500 to be used for general administrative costs but not artistic endeavors.

Section 7.4 - Removal of Officers or Directors. Removal of any Officer or Director can be made by a unanimous decision of the remaining Board members. Cause must be stated in writing.

Section 7.5 - Regular Meetings. The Board shall hold at least four (4) regular meetings each year. The Board may provide the time and place for the holding of additional regular meetings of the Board.

Section 7.6 - Special Meetings. Special meetings of the Board may be called by or at the request of the President or any members of the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special meeting of the Board called by them.

Section 7.7 - Notice. Notice of each regular or special meeting of the Board shall be given at least seven (7) days prior thereto by either (a) written notice to each director at his/her address as shown by the records of the ACT, (b) email notice, or (c) telephone. If an emergency exists requiring shorter notice, and the existence of such emergency is confirmed by the Board at such meeting, the notice may be given not less than two (2) days prior thereto.

Section 7.8 - Quorum. One-half of the number of Directors currently elected shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors who are present may adjourn the meeting to another time without further notice.

Section 7.9 - Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. When a Board meeting is not feasible, a vote may be conducted regarding a single issue by means of appropriate technology. The names of those voting and the results shall be duly recorded and reported by the Secretary. Approval of the motion shall require a majority of the total number of board members then holding office.

Section 7.19 - Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board may be reimbursed for direct expenses incurred while performing Board duties; provided that nothing herein contained shall be construed to preclude any Director from serving with ACT in any other capacity and receiving reasonable compensation therefor.

Article 8 - Officers and Their Duties

Section 8.1 - Officers. Officers shall consist of a President, Vice President, Secretary, and Treasurer. These four officers shall be elected from among the members of the Board at a special meeting immediately following the Board's election.

Section 8.2 - Term of Office. There shall be no limit on the number of terms served by an officer. Vacancies among the officers shall be filled by a majority vote of the Board.

Section 8.3 - Vacancies. In the event of a vacancy in any position on the Board, the President, with the concurrence of the Board of Directors, shall appoint a successor to serve until the next annual election.

Section 8.4 - Duties of Officers.

President shall preside at all meetings of ACT and shall have general supervision over all ACT activities and personnel.

Vice President shall preside in the absence of the President and shall serve as chairperson of the Fund-raising Committee.

Secretary shall be responsible for the usual duties including keeping minutes of all meetings and membership records.

Treasurer shall perform the usual duties including maintaining all financial accounts and records and presenting a financial statements at each Board meeting.

Article 9 - Executive Committee

Section 9.1 - Composition. There shall be an Executive Committee including the following officers: President, Vice President, Secretary, Treasurer.

Section 9.2 - Duties. The Executive Committee shall conduct such business of ACT as may arise between Board meetings. It shall report all actions to the Board at the next regular meeting. Its decisions shall be by consensus. Specific responsibilities include:

- X Establishment, appointment, and supervision of all committees,
- X Employment, contracting, and supervision of all personnel,
- X Preparation of all grant submissions,
- X Hold all funds and be responsible for their allocation,

Article 10 - Committees

The Board shall create and dissolve such committees as it deems necessary to conduct business and achieve the ACT's mission. The President shall create and dissolve such task forces as he/she deems necessary to conduct the business and achieve the ACT's mission. Committees are intended for long-term projects and operations. Task forces are intended for short-term projects and operations.

Section 10.1 - Purpose of Committees. ACT shall maintain committees to address any areas of concern identified by the Board or the membership.

Section 10.2 - Committee Appointments. Annually, the President shall appoint the Chair and members of each committee for which such appointment is not otherwise provided by the Bylaws. The President shall serve on all committee(s). _____
At least one (1) Board member shall serve on a committee.

Section 10.3 - Quorum. A majority of the whole committee shall constitute a quorum.

Section 10.4 - Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board. All actions of the committees must be brought to the Board of Directors for a vote.

Section 10.5 - Committee Reports. Each committee Chair shall present a written report to the Board of Directors after each meeting within thirty (30) days.

Article 11 – Nominations and Elections

Section 11.1 – Nominating Committee. The Nominating Committee shall consist of four (4) members of the ACT, including a Past President, if available. Members shall be appointed by the President subject to approval by the Board, and all shall serve until the elections are final.

Section 11.2 – Nominations. By one month prior to the annual membership meeting at which the elections will be held, the Nominating Committee shall distribute to the Board a preliminary slate of board members where the term of the incumbent will expire at the end of the current fiscal year.

Section 11.3 – Elections. Elections shall be conducted by written ballot at the annual membership meeting. To be elected, a candidate must receive a plurality of the votes cast and a quorum of members must be present.

Article 12 – Resolutions and Voting

Section 12.1 – Resolutions. Any member in good standing may, by an appropriate motion, presented in writing or orally, bring a matter before the Board of Directors of the ACT for discussion or suitable action. The General Membership may override or amend a resolution made by the Board of Directors or the Executive Committee, by submitting a petition signed by 25% of the active members of the ACT to the Board of Directors, along with a new resolution made by the Membership, overriding or amending the original resolution. A majority vote of the membership shall be required to approve the resolution. Upon approval, a regular or special board meeting shall be called within two (2) weeks to implement the resolution.

Section 12.2 – Voting. A simple majority vote of the members present shall be required to approve or disapprove any matter on which a vote is taken, except as otherwise noted in these bylaws. When the ACT has approved of any policy or course of action with respect to a particular phase of its activities, such policy or course of action shall remain in effect indefinitely until accomplished, changed or rescinded.

Article 13 – Staff

The board, as trustees of the corporation on behalf of the membership, may, at their discretion, create such staff positions as may be deemed necessary and expedient to assist them in the administration of the organization. Staff will function in a non-voting advisory capacity in executing the policies and programs established by the board. Their duties, together with evaluation and grievance procedures, will be described fully and be permanently on file as part of the Operations Manual.

Article 14 – Contracts, Checks, Deposits and Funds

Section 14.1 – Contracts. All contracts will be approved by the Board of Directors.

Section 14.2 – Checks, Drafts, Etc. All checks, drafts or other orders of the payment of money, notes or other evidences of indebtedness issued in the name of the ACT, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section 14.3 – Deposits. All funds of the ACT shall be deposited in a timely manner to the credit of the ACT in such banks, trust companies or other depositories as the Board may select.

Section 14.4 – Gifts. The Board may accept or refuse on behalf of the ACT any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ACT.

Article 15 – Books and Records

The ACT shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board and Executive Committee. The names and addresses of the members entitled to vote shall be maintained at the ACT office. The ACT Operations Manual shall also be maintained in the ACT office.

Article 16 – Fiscal Year/Membership Year

The fiscal year and the membership year of the ACT shall begin on July 1 of each calendar year and end on June 30 of the following calendar year. Terms of officers and directors shall coincide with the fiscal year.

Article 17 – Rules of Order

The rules contained in the current edition of Robert’s Rules of Order shall govern the organization in all instances when they are applicable and not inconsistent with these bylaws and any other special rules the organization shall adopt. The President may appoint a parliamentarian.

Article 18 – Amendments

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the membership. Such action may be taken at the annual meeting or at a special meeting for which timely written notice of the purpose shall be given. A proposed amendment shall be signed by at least four (4) members in good standing and referred to the Board. The Board will notify each voting member of the ACT of such proposed amendment at least fifteen (15) days prior to the next regular or special meeting of the ACT called for the purpose of taking action on such proposal. Notification shall include a copy of the proposed amendment(s). The vote shall be to accept or reject the amendment(s) as presented. At the meeting, a favorable two-thirds (2/3) vote of the members present, assuming a quorum, shall be required to accept the proposed amendment(s).

Article 19 – Organizations within the Corporate Structure

The Board may at any time authorize the formation of clubs, societies, leagues, or other such organizations as deemed necessary or expedient. Such organizations shall exist only by authority of the Board which shall be responsible for the mission or purpose of such organizations and for approving their Bylaws. Bylaws of all such groups shall be filed as addenda to the ACT’s Bylaws.