

BLT BYLAWS

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

BY-LAWS OF BROOKHAVEN LITTLE THEATRE, INC.

ARTICLE I. MEMBERSHIP

- Section 1. Membership in the corporation shall consist of those persons paying an annual membership fee, in such an amount as shall be determined by the board of directors.
- Section 2. Membership shall be open to anyone, regardless of race, creed, gender, age, religion, or national origin, upon the payment of dues for the then current year.
- Section 3. The board of directors shall have full power, by majority vote, to expel any member for cause, whereupon any dues paid by such expelled member for the then current year shall be refunded.
- Section 4. The board of directors shall recommend prices and levels of supportive membership to the general membership yearly at the Annual General Meeting. Dues of any member shall not be reduced because of the time of year at which the member joins.
- Section 5. There shall be several classes of membership (as defined in the Brookhaven Little Theatre's Operations Manual), formulated annually by the board of directors, in addition to regular and life memberships. These memberships shall be special in nature, i.e., Producer, Director, Ensemble, Star, or similar designation.
- Section 6. Members shall be eligible to participate in all activities, to hold office and to receive all other rights and benefits of membership.
- Section 7. Each member fifteen (15) years of age and older shall be entitled to one (01) vote in any and all matters requiring a vote of the membership.
- Section 8. Dues for annual membership, life membership, and other classes of membership shall be established by the board of directors annually. Life members shall have the rights and privileges accorded an annual member and will be relieved from further payment of annual membership fees.
- Section 9. Dues for all classes of membership shall be reported in the Brookhaven Little Theatre Operations Manual.
- Section 10. Annual dues are payable at the conclusion of the annual membership meeting and shall be paid before the end of the run of the first production of the current year.

ARTICLE II. POWERS OF THE CORPORATION

- Section 1. Board of Directors.
- All powers of the corporation shall be entrusted to a body of officers known as the "Board of Directors."
- A. The board shall be composed of twelve (12) members, selected from the current membership of Brookhaven Little Theatre in good standing, elected for three (03) year-terms on a staggered basis, with three (03) persons elected annually by the total membership. Each director shall be

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

eligible to serve two (02) consecutive three-year terms. Following six (06) consecutive years serving as a director, a person may not serve on the board of directors for a period of one (01) year.

- B. The slate of nominees shall consist of a list of members submitted by the executive committee, along with such other members as the board by majority vote may choose to name. Election shall be by secret ballot of the board members present and voting.
- C. Directors shall assume their office at the next board meeting following certification by the board of directors and shall serve for their elected term or until their successors are elected.
- D. The board of directors shall conduct, manage, and control all of the affairs and business of the Corporation and shall generally supervise and regulate the activity of the corporation.
- E. No director of the corporation shall receive a salary for services, though each officer may be recompensed for actual out-of-pocket expenses.
- F. Board members shall volunteer, take part in training sessions, attend workshops, and actively serve on committees.
- G. Any director may resign by written notice to the board.
- H. Vacancies occurring among the directors shall be filled by the president, with the approval of a majority of the remaining members of the board of directors. Such elections shall be for the unexpired term of the vacancy. Any nominee for a vacancy must meet the criteria set forth in Article I. The board of directors shall have the power to declare that any office is vacant and therefore elect a successor whenever:
 - 1. A director is permanently absent or is absent for such periods of time as to make it impossible to discharge the duties of director.
 - 2. A director ceases to be a member; or
 - 3. A director fails or refuses or is unable for any reason to discharge the duties of the office and the remaining directors determine by majority vote that such cause exists.

Section 2. Executive Committee.

- A. An executive committee of the board composed of the president, vice-president, secretary, and treasurer shall have the authority to act upon all decisions when the board is not in session.
- B. The designation of such a committee shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.
- C. The executive committee shall prepare a slate of names of qualified nominees to serve as board members and submit said list for vote at the annual meeting of the general membership.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

- D. The executive committee shall meet upon the call of the president and shall take such steps as are necessary to fulfill the mission and objectives of the Brookhaven Little Theatre.
- E. The executive committee shall NOT have the power or authority to do any of the following matters without prior EXPRESS approval of the board of directors.
 - 1. Amend or repeal any resolution of the board of directors which by its terms cannot be amended or repealed except by action of the board.
 - 2. Dissolve, merge or consolidate the corporation.
 - 3. Elect, appoint, or remove directors.
 - 4. Amend the Articles of Incorporation.
 - 5. Amend or repeal by-laws or adopt new by-laws.
 - 6. Sell, lease, mortgage, pledge, hypothecate, transfer, or exchange any real property of the corporation or any personal property.
 - 7. Borrow funds or otherwise incur any obligation for the corporation.
 - 8. Enter into contracts for the corporation valued in excess of the amount authorized in the Brookhaven Little Theatre Operations Manual.
 - 9. All actions taken by the executive committee on behalf of the corporation will be reported to the board of directors at the next meeting thereof.

ARTICLE III. DUTIES of OFFICERS and BOARD MEMBERS

Section 1. No person shall be entitled to hold more than one office at the same time.

Section 2. Removal:

- A. Any officer or agent may be removed by the board of directors whenever in their judgment the best interest of the corporation will be served thereby.
- B. Any director with three (03) consecutive unexcused absences from meetings will be automatically removed.

Section 3. Officers.

The officers of the board shall be president, vice-president, secretary and treasurer elected by and from the board following the annual meeting of the general membership who will serve at the pleasure of the board.

- A. President.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

1. The president shall be the principal executive officer of the corporation and subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation.
 2. The president shall, when present, preside at all meetings of the board of directors and general membership.
 3. The president, with the secretary or any other proper officer of the corporation authorized by the board of directors, shall have the authority to negotiate, contract for, or sign any document or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by the by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.
 4. The president of the board shall be responsible for drafting and presenting an Annual Report to the membership at the annual meeting. The report shall include, but is not limited to:
 - a. Information on membership totals.
 - b. Plays, productions, ongoing programs.
 - c. A financial statement (statement of condition) for the concluding season.
 - d. A signed copy of the report shall be attached to the minutes of the annual meeting.
 5. The president of the board shall be the chairperson and voting member of the executive committee.
 6. Shall appoint such committees as necessary and shall be an ex-officio member of all committees except for the executive committee; and
 7. Shall perform all duties incident to the office of the President and such other duties as from time to time may be prescribed by the board of directors.
- B. Vice-President.
1. Shall perform all duties of the president in the absence or incapacitation of the president.
 2. Shall be charged with assisting the officers and committee chairpersons as designated by the president.
 3. Shall perform such duties as from time to time may be assigned by the president.
- C. Secretary/Treasurer.
1. Shall keep the minutes of the proceedings of the membership and of the board of directors and distribute these minutes at each meeting of the board of directors.
 2. Shall see that all notices are given in accordance with the provisions of the by-laws or as required by law.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

3. Shall be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized.
4. Shall prepare and transmit correspondence as requested.
5. Shall serve as the chairperson of the Financial Committee.
6. Shall assist the Business Manager in preparing and presenting financial documents, monthly and annual reports, and any state of federal income tax returns as required.
7. Shall be an authorized check signer.

ARTICLE IV. MEETINGS

Section 1. Directors Meetings.

- A. The board of directors shall meet at the call of the president or any two directors to conduct the general business of the corporation, to hear reports and make recommendations.
- B. All board members are expected to attend all meetings.
- C. Any member who is consistently absent from regularly scheduled meetings, shall be automatically removed upon three (03) consecutive absences unless excused by a majority of the members of the board.

Section 2. Annual Meetings.

- A. There will be at least one (01) annual meeting of the general membership for the purpose of electing board members, hearing reports and making recommendations.
- B. The date of the annual meeting shall be fixed by order of the board of directors and notice thereof shall be given to the members at least seven (07) days prior thereto.
- C. The presence in person of at least five percent (05%) of the members at an annual meeting shall constitute a quorum.

Section 3. Annual Report and Financial Statement.

- A. The president of the board shall be responsible for drafting and presenting an annual report to the membership at the annual meeting. The report shall include, but is not limited to:
 1. Information on membership totals.
 2. Plays, productions, ongoing programs.
 3. A financial statement (statement of condition) for the concluding season; and
 4. A signed copy of the report shall be attached to the minutes of the annual meeting.

Section 4. Voting.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

- A. Each qualified member in good standing, including officers, shall be entitled to one (01) vote.
 - B. At the annual meeting, election of the board of directors shall be by secret ballot and a plurality of votes cast shall elect.
 - C. At the annual meeting, neither absentee ballots nor voting by proxy shall be permitted.
- Section 5. A quorum for the transaction of business at any meeting of the board of directors, executive committee, or other committee shall consist of at least half of the voting members of said committee or the board.
- Section 6. The proceedings of this organization shall be governed by and conducted according to *Robert's Rules of Order* when such rules are inconsistent with the by-laws of the corporation.

ARTICLE V. COMMITTEES OF THE BOARD

- Section 1. There will be five (05) standing committees of the board, the chairperson of each to be a member of the board. These committees are: (1) Executive; (2) Financial; (3) Public Relations; (4) Building; (5) Production.
- A. Executive Committee.
 - 1. An executive committee of at least three (03) members shall be elected by the board of directors from among their own number and shall hold office for one (01) year or until their successors are duly chosen and qualified.
 - 2. The committee shall prepare a printed ballot of candidates to be voted on by the membership at the annual membership meeting. Candidates must have consented to serve in the office, if elected.
 - B. Financial Committee.
 - 1. A financial committee shall consist of the secretary who shall serve as chairperson, and at least two (02) additional members of the board of directors appointed by the president of the board of directors.
 - 2. Shall generally direct the fiscal and budgetary affairs of the Brookhaven Little Theatre.
 - 3. Shall have authority over and responsibility for the preparation of the annual budget, present the budget to the executive committee and board of directors for approval and adoption.
 - 4. Shall be responsible for procuring and writing all grant applications.
 - 5. All grant applications must be approved by the executive committee.
 - 6. The financial committee shall work with the Business Manager, Production Manager, and other committees as necessary.
 - C. Public Relations Committee.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

1. The Public Relations Committee shall be charged with promoting membership, soliciting business sponsorship, and improving the image of Brookhaven Little Theatre in the community.
 2. Shall be responsible for promoting general membership drives.
 3. Shall work with the Business Manager to maintain a current and up-to-date membership roster and sponsor roster.
 4. Shall assist the Business Manager with general ticket sales and box office needs.
 5. Shall assist the Production Manager with general promotion, public relations, and marketing activities including:
 - a. Print Advertising
 - b. Radio interviews
 - c. Public speaking engagements
 - d. Social Media Marketing
- D. Building Committee.
1. The building committee shall consist of at least two (02) members in addition to the chairperson.
 2. The building committee shall be responsible for overseeing the proper maintenance of the grounds, the exterior, and the interior areas of the Brookhaven Little Theatre; and
 3. Shall recommend repair and/or replacement of property to the board of directors involving expenditures exceeding the amount authorized in the Brookhaven Little Theatre Operations Manual.
- E. Production Committee.
1. The production committee shall consist of at least two (02) members in addition to the chairperson.
 2. The production committee shall be responsible for the selection of plays, productions, directors, and scheduling for the theatrical season.
 3. Shall have supervision and authority over all production activities of the Brookhaven Little Theatre, subject to the direction of the board of directors.
 4. Shall present to the board of directors for final approval the plays, directors, producers, and schedule for each season prior to the annual meeting.
 - a. The board of directors, by simply majority shall approve all productions, producers, and directors for the following season.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

b. If a director of a production should resign or be otherwise unable to complete their obligation, the chair of the production committee shall appoint a replacement director, with the approval of a majority of the board of directors.

4. The selection process shall be governed by the Brookhaven Little Theatre Operations Manual.

Section 2. The chairperson of each committee is to be appointed by the board president.

Section 3. Each committee chairperson is expected to report at each regular meeting of the board.

Section 4. Each committee may appoint other duly qualified members in good standing to serve on the respective committees.

ARTICLE VI. ELECTION OF BOARD MEMBERS

Section 1. The executive committee will prepare a slate of names as nominees for all open board positions. Notice of nominations and election will be provided to the membership by mail or electronic mail prior to the annual meeting. At the annual meeting, secret ballots will be cast for qualified nominees. Nominations from the floor will be accepted, provided the nominee is a current member in good standing and they approve their nomination at least five (05) days prior to the annual meeting. All ballots will be cast at the annual meeting and the nominees receiving the largest number of votes will be elected.

ARTICLE VII. AMENDMENTS

Section 1. These by-laws may be amended, when necessary, by majority vote of the board of directors at a regular meeting or a special meeting of the board of directors called for that purpose, provided that the full text of any proposed amendment shall be made available to ALL board members at least ten (10) days prior to such meeting.

ARTICLE VIII. CHECKS

Section 1. All checks, demands for money and notes of the corporation shall be made, drawn, or signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

ARTICLE IX. MANUAL OF OPERATIONS

Section 1. The board of directors shall develop and maintain a codified Manual of Operations designating specific duties and procedures of operation. The board of directors under the direction of the executive committee shall review such manual annually. The manual of operations shall be consistent with the purposes of the corporation, and not in conflict with these by-laws.

Section 2. The manual of operations shall be maintained by the secretary of the corporation as directed by the board of directors. Supplemental procedures, developed and maintained by individuals or committees appointed by the president or the board, and with the approval of a majority of the board of directors, shall be referenced in the manual of operations.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

ARTICLE X. TAX STATUS AND DISSOLUTION

- Section 1. This organization shall not carry on any activities not permitted to be carried on by an organization exempted from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.
- Section 2. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding sections of prior or future Internal Revenue Code, or the federal, state, or local government for exclusive public purposes.

ARTICLE XI. INDEMNIFICATION

- Section 1. The corporation shall and does hereby indemnify and hold each of its officers, directors, employees and committee members (and former officers, directors, employees and committee members) harmless from and against any and all claims, suits, damages, judgements and expenses arising from or in connection with their services for or on behalf of the corporation, provided however, that this Article shall not apply in the event of gross negligence or willful misconduct in the performance of their corporate duties.

ARTICLE XII. CONFLICTS OF INTEREST

- Section 1. For purposes of this article, the term "interest" shall include:
- a. Personal interest.
 - b. Interest as a director.
 - c. Officer.
 - d. Member.
 - e. Stockholder.
 - f. Partner.
 - g. Manager.
 - h. Trustee.
 - i. Beneficiary of any concern; and
 - j. An immediate family member who holds such an interest in any concern.
- Section 2. For purposes of this article, the term "concern" shall mean:
- a. Any corporation.
 - b. Association.
 - c. Trust.
 - d. Partnership.
 - e. Limited liability entity.
 - f. Firm.
 - g. Person; or
 - h. Other entity other than the corporation.

BROOKHAVEN LITTLE THEATRE OPERATIONS MANUAL

- Section 3. No director or officer of the corporation shall be disqualified from holding any office in the corporation by reason of any interest in any concern.
- Section 4. No director or officer of the corporation shall be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the corporation or with any entity of which the corporation is an affiliate.
- Section 5. No transaction of the corporation shall be voidable by reason of the fact that any director or officer of the corporation has an interest in the concern with which such transaction is entered into, provided:
- a. The interest of such officer or director is fully disclosed to the board of directors.
 - b. Such officer or director shall be allowed to enter into preliminary discussion regarding such transaction; however, such officer or director must remove himself or herself from the room prior to final discussion and vote on the authorization of such transaction.
 - c. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the corporation.
 - d. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 - e. No interested officer or director may vote on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- Section 6. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

(These By-Laws approved at a meeting of the Brookhaven Little Theatre Board of Directors on May 25, 1993, amended on August 08, 2021, and further amended on July 14, 2022 by majority vote of the Board of Directors.)