

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
(Revised and approved August 25, 2012)

PREAMBLE

The purpose of the Alabama Conference of Theatre is to promote, strengthen, and sustain theatre in Alabama through a network of theatre artists.

ARTICLE I

The name of the corporation shall be the Alabama Conference of Theatre.

ARTICLE II

The corporation shall not afford pecuniary gain incidentally or otherwise to any person by reason of membership therein.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The location of the registered office to the corporation shall be in the City of Montevallo, State of Alabama.

ARTICLE V

The names and addresses of the incorporators are:

Guin R. Clifton, Montevallo, AL 35115  
William T. Chichester, 114 Tuscaloosa Circle, Montevallo, AL 35115  
Eugene R. Jackson, 363 Azalea Road, M-22, Mobile, AL 36609  
Marty P. Bruner, 206 Morgan Avenue, Mobile, AL 36609  
Betty S. Noel, PO Box 638, Fort Payne, AL 35967  
Jack Mann, 427 Hillwood Drive, Birmingham, AL 35209  
M.J. Zakrzewski, 513 Madison Avenue, Suite 224, Montgomery, AL 36104

ARTICLE VI

The members of the corporation shall have no personal liability for the corporation obligations.

ARTICLE VII

The corporation shall have no capital stock or shares.

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
(Revised and approved August 25, 2012)

ARTICLE VIII

In the event of dissolution, all of the assets of this cooperation shall be distributed by the Board of Directors to some other similar non-profit organization or public charity exempt from payment of federal income tax under the provisions of Section 501 (C) (3) of the United States Internal Revenue Code.

ARTICLE IX

The corporation shall have all the power granted to it by the provision of the Alabama Nonprofit Corporation Act and all Act Amendatory and supplementary thereto.

BY-LAWS

1. DEFINITION

The “Conference” when used below, refers to the Alabama Conference of Theatre.

2. MEMBERSHIP

A. Membership in this Conference shall be open to individuals and to organizations operating within the State of Alabama.

There shall be the following types of membership:

1. Individual
2. Life
3. Student (a person enrolled in an educational institution)
4. Organizational—Theatre groups, businesses, arts councils, department of colleges or universities, public or private schools, and other such organizations involved with theatre or speech arts. Each Organizational Membership shall be limited to one (1) vote.
5. Honorary, bestowed by majority vote of the Board of Directors.

3. DUES

Annual dues shall be established by the Board of Directors for all types of memberships.

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
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4. MEETINGS

- A. There shall be an Annual Convention of the Conference each year at a time and place selected by the Conference at a previous Business Meeting, or in default of such selection, as selected by the President. During each Annual Convention, opportunity shall be provided for a Business Meeting for action on the Board of Directors' program, election of officers, and such other matters as may be brought before the meeting. The membership present at the Annual Business Meeting shall constitute a quorum.
- B. There shall be minimum of one meeting of the Board of Directors each year to be held at a time and place selected by the President. A majority of the membership of the Board of Directors shall constitute a quorum for any Board of Directors meeting.
- C. All committee and division meetings of the Conference shall be held at times and places as directed by the Committee and Division Chairs. A majority of the committee members shall constitute a quorum for any committee meeting of the Conference.
- D. Special emergency meetings of the Conference membership may be called by the President, the Vice-President, or by a majority of the Board of Directors, upon two weeks written notice to the membership, specifying the time, place, and agenda for such meetings. Twenty-five percent of the voting membership in good standing shall constitute a quorum for such special emergency meetings.
- E. At all meetings any voting member shall have the privilege of speaking and of offering motions, subject to time limitations imposed by the presiding officer or by vote of the meeting.
- F. Voting by proxy and cumulative voting shall be prohibited in any conference voting.
- G. All meeting of the Conference, its Board of directors, its divisions, and its committees shall be conducted in accordance with the most recent edition of Robert's Rules of Order in all cases to which they are not inconsistent with these by-laws and any special rules of order the organization may adopt.
- H. In cases of emergency, where time is of the essence, or when it is otherwise impractical, voting may be done by email or by other electronic means established by the Board of Directors. In order for the vote to be certified, the President and Secretary must verify the identity of each member casting an electronic vote and ensure they are members in good standing. A simple majority of the current membership of the association or the Board of Directors, depending on the type of vote, is needed for an item to pass.

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
(Revised and approved August 25, 2012)

5. ELECTIVE POWERS

The Conference shall have the following officers elected by a majority of members present at the Business meeting held in conjunction with the Annual Convention:

- A. The President who shall be the chief elected officer of the Conference and who shall serve for a term of one year.
- B. Vice-President who shall serve a term of one year and shall succeed to the Presidency.
- C. A Secretary elected in ODD numbered years for a term of two years. In the event the Vice-Presidency should become vacant during the year, the Secretary shall automatically succeed to the Vice-Presidency.
- D. A Treasurer elected in EVEN-numbered years for a term of two years
- E. A Board of directors composed as follows:

- 1. Elected officers
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Immediate Past President
- 2. Division Representation: Two representatives, Chair and Vice-Chair, elected from each of the following divisions: children's, secondary, college and university, community, and professional. These members shall serve for a term of one year, with the Vice-Chair succeeding the Chair to give continuity within each division.
- 3. The executive Director of the Alabama State Council on the Arts or his/her chosen representative shall be an ex officio member of this board.

6. EXECUTIVE COMMITTEE

The executive Committee shall "consist of the four elected officers of the Corporation and the immediate Past President. The Executive Committee shall act for, and have the power of, the Board of Directors in the interim between Board of Directors meetings. Any action taken under this authority must be reported to the full Board of Directors at its next meeting. This committee shall meet at the call of the President.

7. DUTIES

A. The President

- 1. Preside over all meetings of the Conference

# CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE

(Revised and approved August 25, 2012)

2. Serve as Chair of the Board of Directors and preside over these meetings
3. Appoint committees
4. Appoint a parliamentarian to serve during each business meeting
5. If elected in the concluding year of a term of the State Representative to the Southeastern Theatre Conference, to serve a three-year term in that capacity, commencing immediately upon election.”

Rationale: The Southeastern Theatre Conference has recommended this change from a two to a three year term. A longer term would provide consistency in the liaison between the state and regional organizations by allowing longer service after an initial learning period. Since neither organization provides financial support for attendance at board meetings or at the conventions, however, an additional year would make financial demands on the holder of the position which should be recognized.

6. Represent the Conference in business and other dealings with other organizations.
7. Perform such other duties as pertain to the office of President

## B. The Vice-President

1. Assist the President, and perform the President’s duties in case of the latter’s disability or absence
2. Serve as Chair of the program Committee for the Fall Summit
3. Perform such other duties as pertain to the office of Vice-President

## C. The Secretary

1. Serve as secretary to the Conference and to the Board of Directors and prepare agenda for their meetings
2. Notify all members of the Conference of special and annual meetings and record the proceedings thereof
3. Keep and file all records in the corporate record book
4. Perform such other duties as are customary to the office of Secretary

## D. The Treasurer

1. Collect and have custody of the funds of the conference
2. Keep, or cause to be kept, full and accurate records of receipts and disbursements in books belonging to the Conference
3. Deposit, or cause to be deposited, all monies and assets in the name of and to the credit of the conference
4. Disburse, or cause to be disbursed, such funds and render to the Conference at the Annual Business Meeting a full written report of all Transactions of the Treasurer and of the financial condition of the Conference.
5. Perform such other duties as are customary to office of Treasurer

## E. Division Chairs

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
(Revised and approved August 25, 2012)

1. Furnish leadership for the division which they represent
2. Stimulate and develop interest in their respective areas
3. File reports of the work of their divisions annually

The Board of Directors

1. Meet annually, or as called by the President, to receive and act upon reports from officers and committees. Non-attendance at Board Meetings is grounds for dismissal.
2. Prepare and present to the Annual Business Meeting a program for the ensuing year.
3. Manage, direct, control, and administer the property, affairs, and business of the Conference.

8. STANDING COMMITTEES

A. Standing committees shall have continuing existence and shall consist of one member from each division where membership exists. Their members shall be appointed by the President for terms of one year. Unless otherwise designated, Chairs will be designated by the President and are expected to report at each Annual Convention. The standing committees of the Conference are:

1. Nominating Committee
2. Honors Committee, chaired by the Immediate Past President

B. Ad hoc committees as needed may be appointed by the President for terms appropriate to their functions.

9. FISCAL YEAR

The fiscal year of the Conference shall be July 1-June 30. Annual dues shall be delinquent if not paid before December 31 of the fiscal year.

10. FUNDS

The funds of this Conference shall be deposited in such bank as the Treasurer shall select and may be withdrawn by check signed by the Treasurer. In the event of absence, death, or disability of the Treasurer, the President shall have authority to sign for the disbursements of funds.

11. AMENDMENTS

A. The Constitution and the Articles of Incorporation may be revised by a two-thirds vote at any Annual Business Meeting, providing the proposed revision has been submitted in writing to the membership at least one month prior to the meeting at which the vote is to be taken.

CONSTITUTION AND BY-LAWS OF THE ALABAMA CONFERENCE OF THEATRE  
(Revised and approved August 25, 2012)

B. The By-Laws may be changed or amended by a majority vote at any Annual Business Meeting, providing the proposed change or amendment has been submitted in writing to the membership at least once month prior to the meeting at which the vote is to be taken.

Approved

September 26, 1992 and October 17, 1992 and August 25, 2012