

ALABAMA CONFERENCE OF THEATRE CONSTITUTION

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.

ARTICLE VIII

In the event of dissolution, all of the assets of this corporation 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.

ALABAMA CONFERENCE OF THEATRE 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, without regard to race, color, religion, gender, gender identity or expression, sexual orientation, national origin, genetics, disability, age, or veteran status, 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, departments 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.

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 a 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 meetings 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 Conference or the Board of Directors, depending on the type of vote, is needed for an item to pass.

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 shall serve for a term of two years. *(Extended to 2 years 8/20/2016)* At the end of the term, the President shall automatically succeed to the position of Immediate Past President until succeeded.
- B. Vice-President who shall serve a term of two years and shall succeed to the Presidency. *(Extended to 2 years 8/20/2016)* In the event the Presidency should become vacant during a term, the Vice-President shall automatically 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 a term, 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
 - f. SETC Representative
2. Division Representation: Two representatives, Chair and Vice-Chair, elected from each of the following divisions: children's (theatre for youth), secondary (high school), college and university, community, and professional. These members shall serve for a term of one or two years, with each division determining the length of their elected positions, with the Vice-Chair succeeding the Chair to give continuity within each division.
3. Chairs of Standing Committees
4. The Executive Director of the Alabama State Council on the Arts or a designated representative thereof, shall be an ex officio member of this board. This position shall serve as an advisory position on the board and not as a voting member.

6. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the five 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 and may meet and vote electronically, consistent with section 4.H.

7. DUTIES

A. The President

1. Preside over all meetings of the Conference
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.
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 Annual Convention
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 agendas 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. Past President

1. perform the duties of the President when designated to do so by the President or when the President is unable to fulfill such duties
2. provide historical perspective to ensure continuity of leadership as needed
3. serve as Chair of the Honors Committee

F. SETC Representative

1. Serve on ACT Executive Committee
2. Serve as liaison between ACT Board on the SETC Board and act as a voting member on SETC Board
3. File written reports on the dates requested by the Vice President of States for SETC of Alabama

activities, and written updates of SETC activities post each SETC Board meeting for the ACT Board and Membership.

G. Division Chairs

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 division annually

H. 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. Members may serve up to three consecutive terms. Unless otherwise designated, Chairs will be designated by the President and are expected to report at each Board Meeting and Annual Convention. Standing committee chairs that are not otherwise members of the board of directors shall serve as voting board members during their terms. The standing committees of the Conference are:

1. Diversity, Equity, and Inclusion Committee

B. Annual Ad hoc committees as needed may be appointed by the President and shall consist of one member from each division where membership exists for terms appropriate to their functions.

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

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. The Board of Directors may authorize the use of debit and/or credit cards (or other e-commerce products) for board members and/or staff of the organization to use in conducting the day-to-day business of the organization, and staff may be authorized as additional signers on the organization's accounts.

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.

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 one month prior to the meeting at which the vote is to be taken.

Approved

September 26, 1992 and October 17, 1992, August 25, 2012 and August 2021