

THUNDER BAY THEATRE, INC.  
BYLAWS

Updated May 2020

**ARTICLE I – CORPORATION**

**Section 1.** The name of this corporation shall be henceforth be known as Thunder Bay Theatre, Inc.

**Section 2.** Thunder Bay Theatre Inc. shall be structured as a non-profit directorship corporation under the laws of the State of Michigan.

**Section 3.** Thunder Bay Theatre Inc. shall be organized for entertainment and educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law)

**Section 4.** In its pursuit of entertainment and education, Thunder Bay Theatre, Inc. shall remain non-sectarian and non-partisan ever striving to render the best possible service to the community and its citizens, without regard to race, color, religion, national origin, age, gender, sexual orientation or handicap.

**Section 5.** Thunder Bay Theatre, Inc. shall operate on Calendar Tax Year beginning January 1 and ending December 31.

**Section 6.** Thunder Bay Theatre, Inc. shall use Robert's Rules of Order as the model for all questions of procedure not specifically stated in these bylaws.

**ARTICLE II – MISSION STATEMENT AND PURPOSE**

**Section 1.** “The Mission of Thunder Bay Theatre, Inc.”

Thunder Bay Theatre, Inc. is a year-round, non-profit theatre, committed to providing consistent, high-quality productions and educational opportunities, utilizing a professional core company, augmented with community talent.

Thunder Bay Theatre, Inc. is a year-round, non-profit theatre and performing arts organization, committed to providing consistent, high-quality productions, educational opportunities, and additional arts and cultural events utilizing a professional company augmented with volunteer talent.

**Section 2.** “The Purpose of Thunder Bay Theatre, Inc.”

Thunder Bay Theatre, Inc. shall be structured and organized for the purpose of:

- a. Cultivating and educating young artists, with a focus on Michigan talent
- b. Pursuing professional standards and expectations
- c. Engaging the community
- d. Embracing creativity
- e. Exploring, educating, and discussing topics of diversity and inclusion

## **ARTICLE III – BOARD OF DIRECTORS**

**Section 1.** Thunder Bay Theatre, Inc. shall be governed by a self-elected Board of Directors, whose membership purpose is to supervise the corporations' affairs and policy relative to its operation.

**Section 2.** The Board of Directors are responsible to:

- a. Work with administrative staff to support the efforts of TBT
- b. Promote theatre to the community
- c. Review and consider the budget for productions

## **ARTICLE IV – BOARD MEMBERSHIP**

**Section 1.** Effective with the Calendar Year 2020 in the month of January, the Board of Directors shall consist of no less than six (6) and no more than twelve (12) members, divided into three equal classes consisting of three-year terms, where no two classes are beginning or ending in the same calendar year.

Eligibility is without regard to race, color, religion, national origin, age, gender, sexual orientation or handicap.

- a. Effective with the calendar year 2018, no board member may serve more than two consecutive terms.
- b. Any board member may return to the organization after a one-year break.

**Section 2.** In order for an individual to be considered for service on Thunder Bay Theatre Inc.'s Board of Directors they must:

- a. Be at least 18 years of age
- b. Be willing to fulfill all requirements, roles and responsibilities of the theatre.

**Section 3.** The Board of Directors shall elect its Board of Directors by way of a nomination and a majority vote. Members may be elected in one of two ways:

- a. By nominee presentation at the November Board meeting, up to four (4) persons will be elected for the expiring class. Members elected to the Board of Directors in this way, agree to a three-year class term beginning January 1. This includes the re-election of current board members, in the expiring class, that are nominated.
- b. By nominee presentation at any Board meeting to fill vacancies created by resignations or vacancies in unfilled classes. Members elected to the Board of Directors in this way agree to continue the term of their assigned class and begin immediately.

**Section 4.** Board Members are expected to:

- a. Conduct themselves professionally in all public circumstances, specifically those circumstances that directly relate to the business of the corporation, as representatives of the corporation
- b. Maintain appropriate relationships as a board member with members of the professional company and staff

- c. Adhere to the policies and procedures set forth within these Bylaws,
- d. Serve the interests of the corporation
- e. Serve on at least two (2) committees
- f. Have and use email as a responsible means of communication
- g. Attend a minimum of eight regularly scheduled Board meeting in the Calendar Tax Year – Failure to do so will result in automatic removal from the board. Therefore, after the fifth absence in the calendar year, removal will commence.
- h. Provide electronic or written statement of intended absence from regularly scheduled Board Meetings to the executive committee
  - i. Any board member missing three consecutive regularly scheduled board meetings without notices will be notified in writing by the President of the termination of their membership
- h. Actively participate in the duties of the Board between regularly scheduled meetings
- i. Contribute to the corporation through:
  - i. Volunteer time and effort, outside of their regular requirements and responsibilities and:
    - a. Attending all Thunder Bay Theatre productions,
    - b. Attending and participating in Thunder Bay Theatre fundraisers,
    - c. Actively supporting marketing methods (social media, word of mouth)
    - d. Serving as an advocate for the theatre
  - ii. Financial contributions

**Section 5.** Board Members currently serving may resign from the Board of Directors:

- a. At any time
- b. By tendering a resignation in writing to the President of the Board of directors indicating their desired or intended date of resignation

**Section 6.** Board Members may be removed from the Board of Directors by a two-thirds majority vote of the then current members, if:

- a. There is a conflict of interest that would violate the corporation's 501(c)(3) status.
- b. They have been known to engage in unprofessional business practices.

## **ARTICLE V – BOARD MEETINGS**

**Section 1.** The Board of Directors shall meet monthly, a minimum of ten times annually. The time and day for monthly regularly schedule board meetings shall be established during the December regularly scheduled board meeting, to be implemented for the entirety of the following Calendar Tax Year. The Managing Director and the Artistic Director's written monthly report will be provided to Board members by the Friday before the monthly Board meeting.

**Section 2.** Additional Board Meetings may be requested by any board member by contacting the President or may be called by a majority of the Board of Directors at any time, making reasonable attempts to contact the President prior to the meeting.

**Section 3.** A quorum for Board Meetings:

- a. Shall consist of a majority of the Board of Directors

- b. Is required to conduct business involving action items; those items requiring a vote.
- c. Shall include the President when establishing its count.

**Section 4.** Board Business, which entails the discussions, action items, reports (old and new), shall be comprised of those items brought before the Board of Directors that:

- a. Has been vetted by the appropriate committee and a written report has been submitted by the committee chairperson by the Friday before the monthly Board meeting.
- b. Requires a motion and a vote.

## **ARTICLE VI – OFFICERS**

**Section 1.** The Board of Directors shall:

- a. Elect its own officers consisting of a President, Vice-president, Treasurer, and Secretary, whose duties shall conform to provisions set forth in Article IV herein. These officers shall serve on the Executive Committee and shall be elected into office in one of two ways:
  - i. By nominee presentation at the November Board meeting. Officers elected in this way agree to a one-year term office, beginning January 1.
  - ii. By nominee presentation at any Board meeting to fill vacancies created by resignations. Officers elected in this way agree to continue the existing term of their office and begin immediately.
- b. No Executive Committee member can serve consecutive years in the same position without receiving a full majority vote.
- c. No spouses shall serve on the Executive Committee unless necessary.

**Section 2.** The President shall:

- a. Preside over all meetings of the Board and serve as an ex-officio, non-voting member of the Board except to break a tie;
- b. See that all directives of the Board are carried into effect;
- c. See that all deeds, mortgages, bonds, contracts or other authorized instruments are signed by the president and one other officer or authorized agent when necessary;
- d. Ensure that all standing and special committees are fully staffed and to be an ex-officio and non-voting member of all committees, and must be notified in advance of meetings;
- e. Serve as chairperson of the Executive Committee;
- f. Call special meetings of the Board when necessary;
- g. Have responsibility for directing and coordinating the activities of the Board in accordance with the bylaws;
- h. Have the authority: change the names on the bank account; to make financial decisions for the theatre and sign checks;
- i. Shall solicit volunteers and appoint when necessary, as soon as possible after the first meeting of the fiscal year;
- j. May appoint any other special committee (ad hoc) (i.e. a nominating committee every October) or task force to serve for a length of time specified by the President at the time of appointment;

**Section 3.** The Vice-President shall:

- a. Serve as a member of the Executive Committee;

- b. Serve on the Finance/Budget Committee;
- c. Serve as Chairperson of annual Bylaws Review Committee and record by-law suggestions for the annual review;
  - i. Including all known policies
- i. Assist the President in directing and coordinating the activities of the Board in accordance with the bylaws;
- j. Fulfill all duties of the President in his/her absence;
- k. Perform other duties as designated by the President;
- l. Have the authority to make financial decisions for the theatre and sign checks.
- m. Maintain an accurate board roster including class assignments

**Section 4.** The Secretary shall:

- a. Keep or cause to be kept true and accurate minutes of all proceedings of the Board and Executive Committee meetings;
- b. Keep or cause to be kept copies of the minutes on file;
- c. Send or cause to be sent copies of all minutes to the Board members;
- d. Serve as a member of the Executive Committee;
- e. Complete correspondence under the direction of the president.
- f. Have the authority to make financial decisions for the theatre and sign checks

**Section 5.** The Treasurer shall:

- a. Serve as a member of the Executive Committee;
- b. Serve as chairperson of the Finance/Budget committee;
- c. Submit a monthly written financial report to the Board of Directors;
- d. Perform all other duties that would normally be required of a Treasurer of a private corporation, i.e. signing royalty agreements, file non-profit status report, pay bills, submit tax payments, write payroll checks, etc.
- e. Have the authority to change the names on the bank account; Sign contracts; make financial decisions for the theatre and sign checks.

## **ARTICLE VII – COMMITTEES**

### **Section 1.** “Standing Committees”

- a. There shall be six standing committees: Executive Committee, Finance & Budget Committee, Education & Program Committee, Building & Grounds Committee, Fundraising & Events Committee, and Marketing Committee.
- b. A committee quorum shall be a majority of voting members present.
- c. Board members are expected to serve on a minimum of two (2) standing committees.
- d. Committees shall meet at least monthly, except where stated otherwise.
- e. Information items, including Officer Reports, Committee Reports, Artistic Director’s Report, Managing Director and all other recommendations for action items will be submitted via email or printed and placed in Board Member mailboxes, no later than the Friday before the monthly Board Meeting. This includes submitting a “No Report”.
- f. Committee Reports shall be submitted by the Committee Chairperson or appointed staff member.
- g. Committee assignments shall continue for one year.
- h. All committees will be led by an appointed Chairperson. All committee chairs may be appointed by the President of the Board of the Directors and may be removed at any time.
- i. Excepting the Executive Committee, all committees will be made up of board members, the Artistic Director (or appointed staff) and volunteers. Each committee shall have at least three members.

### **Section 2.** Executive Committee [President, Vice President, Treasurer, Secretary]

Purpose: This committee is responsible for (a) working with the Artistic Director on the overall direction and control of the day-to-day operations of TBT that do not require Board action, (b) setting and reviewing personnel policies and reporting personnel issues to the Board, and (c) serving as the Artistic Director search committee, including making recommendations to the Board on the hiring of an Artistic Director or the renewal/ non-renewal of the Artistic Director’s contract.

Key responsibility areas:

- a. Reviewing the performance of the Artistic Director;
- b. Conducting Exit Interviews with professional staff as necessary;
- c. Reviewing the contract of the Artistic Director;
- d. Setting and reviewing personnel policies with the Artistic Director;
- e. Serving as a resource for personnel issues and policies;
- f. Serving as the Artistic Director search committee and making a recommendation to the board.
- g. Reviewing final grant applications in advance of submission.

### **Section 3.** Finance and Budget Committee

Purpose: This committee is responsible for the overall direction and control of the financial activities of TBT.

Key responsibility areas:

- a. Prepare the annual due for adoption by the Board in N o v e m b e r
- b. Review monthly reports on income and expenditures;
- c. Review and explain deviations from the budget to the Board;
- d. Review budgets of special projects or committees as appropriate;
- e. Review the sources of funding on continuing basis;
- f. Arrange for an internal review/audit compilation annually;
- g. Report to the Board other financial matters as deemed appropriate.

#### **Section 4. Education & Program Committee**

Purpose: This committee is responsible for the overall development of main stage, traveling and educational programs, and community outreach projects adopted by the Board.

Key Responsibility areas:

- a. Recommend programs and projects to the Board and ensure programming aligns with core values;
- b. Monitor all program activities and review educational programming of the theatre;
- c. Ensure educational programming meets state-wide educational standards;
- d. Develop and maintain relationships with schools and school entities.
- e. Make recommendations concerning the expansion or curtailment of programs;
- f. Provide program reports to the Board on a regular basis;
- g. Coordinate ad hoc program sub committees as needed;
- h. Review and evaluate programs, seasons, dates and report findings to the Board.

#### **Section 5. Building and Grounds**

Purpose: This committee is responsible for all matters pertaining to building and grounds.

Key Responsibility areas:

- a. Prepare a n d review periodic plans for building and grounds activities, including repairs, maintenance, renovation projects, etc.;
- b. Regularly evaluate and prioritize all building and grounds needs for the Board.
- c. Oversee all building and grounds activities.
- d.

#### **Section 6. Fundraising & Events**

Purpose: This committee is responsible for the overall direction, creation and execution of fundraising activities and events of TBT.

Key Responsibility areas:

- a. Oversee the development and implementation of fundraising programs for general operations, capital projects, planned giving and endowment programs;
- b. Regularly evaluate funding programs for the Board;
- c. Develop and review individual and corporate donor programs for the theatre;
- d. Create and execute new funding programs when appropriate.

#### **Section 7. Marketing**

Purpose: This committee is responsible for directing and supporting the implementation of public relations and marketing activities of TBT.

Key Responsibility areas:

- a. Oversee the website and social media accounts for TBT;
- b. Create and maintain the TBT brand, including recommending changes to the TBT brand identity such as logo and print branding
- c. Maintain marketing budget
- d. Review and explore marketing opportunities
- e. Manage media relations, including print, television, and radio .

## ARTICLE VIII – LIABILITY OF VOLUNTEERS

**Section 1.** A volunteer director of this corporation shall not be held personally liable to the corporation or shareholders or members for monetary damages for breach of the directors' fiduciary duty, except for:

- a) A breach of the directors' duty of loyalty to the corporation or its shareholders or members.
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c) A violation of section 551 (1) of Act 162 of the Public Acts of 1982 as amended.
- d) A transaction from which the director derived an improper personal benefit.
- e) An act or omission occurring before January 1, 1988.
- f) An act or omission that is grossly negligent.

**Section 2.** Whereas, this corporation has been designated as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code, the corporation shall assume all liability to any person other than the corporation, its shareholders or its members for all acts or omissions of a volunteer director occurring during good faith performance of a volunteer directors duties on or after January 1, 1988.

## ARTICLE IX - DISPOSITION OF ASSETS

**Section 1.** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and distributions in furtherance of the purposes set forth in ARTICLE II Section 2 of these bylaws.

**Section 2.** No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributions of statements) any campaign on behalf of any candidate for public office.

**Section 3.** Notwithstanding any other provisions 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or:

- b) By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 4.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**Section 5.** Any assets not disposed of by the court of common pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes as to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purpose.

#### **ARTICLE X- CONFLICT OF INTERESTS**

**Section 1.** A Conflict of Interest will arise when a Board Member:

- a) May benefit personally from a decision he or she could make.
- b) Could possibly have a personal interest in the outcome of an issue.

**Section 2.** Any Board Member involved in a Conflict of Interest, will excuse himself or herself from the meeting when the discussion is called to vote.

**Section 3.** Thunder Bay Theatre, Inc.'s Conflict of Interest policy is in place to ensure organizational operation in a manner consistent with non-profit purposes and to prevent the organization's Board Members from engaging in activities that could jeopardize its tax-exempt status. Periodic reviews shall be conducted.

#### **ARTICLE XI- AMENDMENTS AND REVISIONS**

**Section 1.** "Amendment and Revision Proposal"

Amendments or revisions to the bylaws may be proposed in writing by any Board member no later than the Friday before the regularly scheduled meeting of the Board.

**Section 2.** "Amendment and Revision Discussion and Referral"

Proposed amendments or revisions will be discussed as new business and referred to the Annual Bylaws Review Committee, as necessary.

**Section 3.** "Amendment and Revision Reporting"

The Documents Review Committee will report its recommendations to the Board in writing as Old Business.

**Section 4.** "Amendment and Revision Voting"

Amendments or revisions shall be voted on at the next regularly scheduled Board Meeting, which follows the meeting at which the proposed amendments or revisions were submitted in writing.

**Section 5.** "Amendment and Revision Adoption"

Amendments or revisions shall be adopted by receiving a two-thirds majority vote of the entire membership of the Board of Directors.

## **ARTICLE XII - ADOPTION**

### **Section 1.** “Bylaws Adoption”

These Bylaws shall be adopted by a two-thirds majority vote of the entire Board and shall take immediate effect.