

OHIO COMMUNITY THEATRE ASSOCIATION

CONSTITUTION

ARTICLE I - NAME

The name of this association shall be "Ohio Community Theatre Association".

ARTICLE II - PURPOSES

The purpose of this statewide service organization shall be to promote excellence and creativity in live theatre by providing its members educational opportunities for growth in artistic and technical aspects of theatre, and to promote community awareness and understanding of, and access to, live theatre alone or in conjunction with other arts organizations, educational institutions and other theatre organizations.

ARTICLE III - MEMBERSHIP

Any organization or individual fulfilling the requirements outlined in the ByLaws shall be eligible for membership in this association.

ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

Sec. 1 There shall be a Board of Directors consisting of eighteen (18) members elected by the official Delegates to the Annual Conference, Regional Representatives and if applicable, the immediate Past President. Six (6) members are elected for a three-year term each year. One official Delegate is selected by each Member Theatre holding the right to vote. A board member must be a member of an active Member Theatre at the time of his/her election to, and service on, the OCTA Board.

Sec. 2 The Officers of this Association shall be elected by a majority of the Board and from the Board of Directors, and shall serve as the Executive Committee, defined in Article IV of the By-laws. These officers shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer, The Immediate Past President shall serve as a member of the Executive Committee with full Board privileges for a term not to exceed one (1) year. In the event that the Immediate Past President has concluded his/her third elected year, his/her term shall be extended one year to fulfill this liaison responsibility.

Sec. 3 The Regional Representatives shall be elected for a term of one (1) year at the Regional OCTA meetings. These Representatives shall be elected by the official Delegates of each region with the term of office commencing at the Annual Conference. The Regional Representatives will serve on the Board of Directors in positions of one (1) region, one (1) vote capacities and not be eligible for election to the Executive Committee.

ARTICLE V - DUES

Membership dues shall be established by the Board of Directors according to classification of membership, and assessed annually.

ARTICLE VI - MEETINGS

Sec. 1 There shall be an Annual Meeting of the Association. Additional meetings may be called as deemed necessary by the Executive Committee.

Sec. 2 Robert's Rules of Order shall govern all meetings of the Association.

ARTICLE VII - AMENDMENTS

Amendment(s) to the Constitution of the Association shall be made only at its Annual Meeting, by a two-thirds (2/3) vote of the Member Theatre Delegates present, provided the proposed amendment(s) has/have been endorsed by fifteen (15) Member Theatres and presented to the Executive Director, who shall send the proposed amendment(s) to all Member Theatres at least thirty (30) days prior to the scheduled Annual Meeting.

ARTICLE VIII - PUBLICATIONS

Sec. 1 The OCTA Newsletter shall be the official publication of the Ohio Community Theatre Association.

Sec. 2 Other publications may be authorized only by the Board of Directors.

OHIO COMMUNITY THEATRE ASSOCIATION

BY-LAWS

ARTICLE I - PROGRAM

Sec. 1 The Ohio Community Theatre Association shall establish programs to develop excellence in live theatre and to promote interest in the theatre arts in Ohio.

Sec. 2 This Association shall conduct an Annual Conference encouraging participation and exchange of ideas among its members and others involved in the arts.

ARTICLE II - MEMBERSHIP

Sec. 1 Membership shall be defined as follows:

- a. Member Theatre - Any non-professional, non-profit community theatre having a regular annual, publicized schedule of one (1) or more major theatrical productions in which members participate voluntarily for their own enjoyment and/or that of the general public. The above organization may or may not have a paid staff. Member Theatres shall each have one vote at the Annual or called general meeting.
- b. Affiliate Theatre - Any theatre group desiring benefits of affiliation with OCTA, but not meeting requirements stated in Sec. 1 (a). Affiliate Theatres shall receive all benefits of membership except the right to vote and the privilege of participating in OCTAfests except by special invitation of the Board of Directors.
- c. Special Non-Voting Categories
 1. Individual - Any person shall be eligible for Individual membership in the Association.
 2. Arts Service Organizations - State-level Executive Directors/Secretaries as representatives of Ohio Arts Council Arts Service Organizations shall be eligible for this special membership.
 3. Honorary Member - Any person who has achieved outstanding success in, or contributed invaluable service to, the community theatre movement may be elected an honorary member of this Association by a unanimous vote of the Board of Directors.
- d. Conduct - Any person found to have violated this organization's Standards of Conduct, as outlined in the Policy Handbook, may be asked by the Executive Committee to immediately leave any OCTA event. In such case, the violator shall not be reimbursed for any registration or other fees(s) paid in advance, including the possibility of membership revocation.

Sec. 2 The Board of Directors shall have sole authority in determining the membership status of all applicants.

Sec. 3 Charter Members are those on the rolls as of August 1, 1953.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Sec. 1. Election - The elected officers, designated in the Constitution shall be chosen from, and by a majority vote of, the Board of Directors at the first Board Meeting following the Annual Meeting, and serve for a term of one (1) year.

Sec. 2 Duties of Officers

- a. The President shall:
 1. preside at all meetings;
 2. enforce all laws and regulations relating to the administration of the Association;
 3. serve as Director of Operations, overseeing the operations of the Board, as defined in Policies and Procedures;
 4. be responsible for the Job Descriptions and the implementation of same;
 5. perform all duties as delegated by this office.
- b. The First Vice-President shall:
 1. assume the duties of the President in his/her absence;
 2. Chair the Programming Division;
 3. perform all the duties as delegated by this office.
- c. The Second Vice-President shall:
 1. assume the duties of the First Vice-President in his/her absence;
 2. Chair the Marketing/Membership Division;
 3. perform all duties as delegated by this office.
- d. The Secretary shall:
 1. perform all duties delegated by this office;
 2. maintain the Policies and Procedures manual;
- e. The Treasurer shall:
 1. perform all duties delegated by this office;
 2. Chair the Finance Division.
- f. The Immediate Past-President shall:
 1. serve as consultant to the Executive Committee and the Board;
 2. Chair the Administrative Division.

Sec. 3 The duties of the Regional Representatives shall be:

- a. to serve as an active member of the Board of Directors;
- b. to attend called meetings for Regional Representatives
- c. complete all responsibilities as designated in their Job Description.

Sec. 4 Members-at-Large shall:

- a. serve as active members of the Board of Directors;
- b. complete all responsibilities as designated in their Job Description.

ARTICLE IV - EXECUTIVE COMMITTEE

Sec. 1 The officers and immediate Past-President of the Association shall constitute the Executive Committee. This committee shall conduct the business of the Association (subject to the approval of the Board) in the interim between the annual meeting and the meetings of the Board of Directors

Sec. 2 The Executive Committee shall have the power to:
a. fill all vacancies in the Association's offices. Wherein the office of President is vacated the 1st Vice President will succeed to the office of President and the office of 1st Vice President will be declared vacant and an election will be held by the full board to fill the vacancy. Notice of such change must be given to the full board within one week of such an occurrence.

If the 1st Vice President declines the office of President, the Immediate Past President will fill the office of President until the next regularly scheduled board meeting at which time an election will be held for the office of President.

b. appoint special committees as needed and define their duties;
c. execute all actions and decisions taken by the membership at the Association's Annual Meeting or special meetings.

Sec. 3 The Executive Committee shall meet at the direction of the President.

Sec. 4 With the approval of the Board of Directors, the members of the Executive Committee shall present their Annual Reports at the Annual meeting of the Association.

ARTICLE V - ORGANIZATIONAL STRUCTURE

The Board of Directors shall develop and maintain the following Operating Divisions. Each Division shall be responsible for forming and maintaining committees designed to achieve its goals and objectives, as defined in Policies and Procedures.

Sec. 1 Administrative Division - This division shall oversee the operation of the Association. It consists of the Executive Committee plus other members as specified in Policies and Procedures. The Immediate Past President shall chair the Administrative Division if applicable.

Sec. 2 Finance Division - As specified in Policies and Procedures, this division shall oversee the Financial Affairs of the Association. The Treasurer shall chair the Finance Division.

Sec. 3 Programming Division - This division will provide opportunities for growth and development of members of the Association through the operation of specific programs as outlined in Policies and Procedures. The First Vice-President shall chair the Programming Division.

Sec. 4 Marketing-/Membership Division - This division will oversee the development of Marketing, promotion of Membership, and production of Official Publications for the Association, as outlined in Policies and Procedures. The Second Vice-President shall chair the Marketing/Membership Division.

ARTICLE VI - DUES

Sec. 1 The annual dues of Membership categories shall be determined by the Board of Directors. Changes must be approved by the membership at the Annual Meeting.

Sec. 2 Membership dues shall be based on the Association's Fiscal year.

ARTICLE VII - MEETINGS

- Sec. 1 In accordance with Article VI, section 1 of the Constitution, the Association shall meet at least once annually at such time and place as the Board of Directors may designate.
- a. The official delegates to the Annual Meeting shall have the power to repeal or vote legislation which has been passed or is proposed by the Board of Directors, by a two-thirds (2/3) vote of the official delegates present.
 - b. A majority of the official delegates present at the Annual meeting may propose legislation to the Board of Directors by resolution. The Board of Directors must act on such resolutions at its first meeting after the Annual Meeting.
- Sec. 2 Special meetings may be called at any time by the President.
- Sec. 3 There shall be at least four (4) regular meetings of the Board of Directors each year, in addition to those at the Annual Meeting. A special meeting of the Board of Directors must be called by the President upon written request of seven (7) or more members of the Board of Directors or twenty-five percent (25%) of the Member Theatres. Such request must be in writing and state the reasons for the meeting.
- Sec. 4 Notices of, and agendas for, meetings shall be provided to members of the Board of Directors, and/or Executive Committee at least ten (10) days in advance.

ARTICLE VIII - QUORUMS

- Sec. 1 Delegates of twenty-five percent (25%) of the Member Theatres shall constitute a quorum at Delegate Meetings.
- Sec. 2 A majority shall constitute a quorum at the meetings of the Board of Directors and the Executive Committee.
- Sec. 3 A majority shall constitute a quorum for any and all committee and division meetings.

ARTICLE IX - NOMINATION AND ELECTION OF BOARD OF DIRECTORS

- Sec. 1 The Administrative Division shall appoint a Nominating Committee which shall consist of not less than three (3) nor more than five (5) members, one of whom must be a member of the Board. It shall be the duty of this committee to prepare a slate of candidates to fill the open terms of the Board of Directors. The committee shall also prepare a slate of candidates for the Executive Committee Offices. Selections are to be made from recommendations submitted by Member Theatres and the Board of Directors to represent the state geographically, and to fulfill the needs of the divisions, in so far as is possible.
- Sec. 2 Following the report of the Nominating Committee at the Annual meeting, additional nominations may be made from the floor, with the consent of the nominee.
- Sec. 3 Each Official Delegate shall be entitled to one vote. The voting for the Board of Directors shall be by written ballot.
- Sec. 4 The tellers shall be from the Nominating Committee, or, in, their absence, a committee appointed by the President.

ARTICLE X - BOARD VACANCIES

Sec. 1 A Board Member may be asked to resign in accordance with the attendance policy.

Sec. 2 Vacancies on the Board will be filled by an appointment by the President with Board Approval.

Notice of such change will be made to the Board by the most expedient means possible within one week of the change occurring.

ARTICLE XI - AMENDMENTS

Sec. 1 Proposed amendments to the By-Laws may originate by Board action or by petition by no fewer than fifteen (15) member theatres. Proposals by member theatres must be submitted to the Executive Director no fewer than thirty (30) days prior to the next scheduled meeting of the Board of Directors.

Sec. 2 A written copy of the proposed amendments(s) shall be sent to each member of the Board no fewer than ten (10) days prior to the meeting of the Board by the Executive Director.

Sec. 3 These By-Laws shall be amended by a two-thirds (2/3) vote of the Board of Directors present at the regularly scheduled Board meeting.

Sec. 4 A printed copy of proposed amendments to the By-Laws shall be distributed to all Member Theatres at least thirty (30) days prior to the Annual Meeting; all amendments will be subject to review by the membership.