

## BY-LAWS OF THE SUMTER LITTLE THEATRE, INCOPORATED

(Revised August 1, 2023 ARP)

### **Section 1: NAME, PURPOSES, AND LOCATION**

1.1 The name of this organization shall be SUMTER LITTLE THEATRE, INC.; an eleemosynary corporation organized under South Carolina Law and hereinafter called the “Corporation.” The following shall be the By-laws of the Corporation. These by-laws may be altered, amended or repealed in whole or in part by a majority vote by the Director then in office. Any of the sections or subsections conflicting with incorporation laws of the State of South Carolina shall be considered null and void.

1.2 The mission of this organization shall be exclusively educational and theatrical; to stimulate interest in art, music, literature, and dramatics in persons of all ages; to educate and to provide qualified supervision and direction of creative dramatics; to cultivate dramatic talent and to teach public speech and presentation, stage presence, and self-confidence by affording the people of the community the opportunity to make public appearances; to stage dramatic and musical productions for the entertainment of the people of the community based in Sumter, South Carolina.

1.3 The principal office of the corporation shall be located in Sumter, Sumter County, South Carolina.

1.4 The fiscal year of the Sumter Little Theatre shall be July 1 through June 30.

### **Section 2: MEMBERSHIP**

Membership of the Sumter Little Theatre should consist of three categories:

1.The Board of Directors

2.Participants of the theatre; actors, production staff and volunteers in anycapacity. These members shall be non-voting members.

3.Season ticket membership holders. These members shall be non-votingmembers.

Except as may be otherwise provided by law, Certificate of Incorporation, or by these By-Laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership, and the provisions governing the election, withdrawal, suspension and expulsion of members shall be decided by the Executive Director in conjunction with the Board of Directors.

### **Section 3: STAFF OF THE CORPORATION**

## **1. Executive Director**

The Executive Director will supervise, hire, and discharge all subordinate staff and be responsible for the operations of the theatre. In addition, any duties not delegated to a subordinate staff member will be the responsibility of the Executive Director.

## **2. Technical Director**

The Technical Director answers to the Executive Director, with primary duties involving the oversight of set design and construction as well as sound and lighting design for theatrical productions at Sumter Little Theatre, based on the guidance and designs presented to them by the Directors overseeing individual productions.

## **3. House Manager**

Answering directly to the Executive Director, the House Manager will be responsible for most secretarial and facility managerial duties for Sumter Little Theatre. They will also serve as the Box Office Manager

## **4. Youth Theatre Director(s)**

Answering directly to the Executive Director, the Youth Theatre Director(s) will be responsible for creation, instruction, rehearsal and performances of all programming associated with the Sumter Little Theatre Youth Theatre Program. The details of their requirements are set forth in the SLT Operations Manual.

**5.** No person shall be able to fulfill a Staff position and serve on the Board of Directors simultaneously. Resignation from one must preclude accepting the other.

**6.** Positions may be revised, added and dissolved by a majority vote of the Board of Directors. Proper notice will be given to the staff person once a decision has been made.

## **Section 4: SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF CORPORATION**

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board of Directors shall otherwise designate, shall in such capacity have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

## **Section 5: BOARD OF DIRECTORS**

### **4.1 DIRECTORS AND OFFICERS**

#### **4.1.1 Function and Indemnity**

The Board of Directors shall be the policy approving, financial oversight and strategic planning body of the Corporation. The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation, as per the Corporations active insurance policies. All persons,

corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

#### **4.1.2 Structure**

The Board of Directors shall consist of at least seven (7) voting members elected for terms of three years each; provided however that failure to elect Directors at the time designated therefore shall not work any forfeiture or dissolution of the Corporation. If and when the number of Directors shall be increased, the additional Directors are then to be elected by a majority of the Directors in office at the time of the increase. At no time shall the total number of Director positions on the Board exceed fifteen (15) unless a bylaw amendment allowing such is passed by majority vote.

No Director shall serve more than two consecutive terms of three years each. A Director, after serving six years or any part thereof, shall be eligible for re-election after having been off the Board for one year. The Board has the power to retain members beyond standard term should their expertise be deemed essential to the organization. This decision will be made by a majority vote of the Board of Directors.

#### **4.1.3 Officers / Executive Committee**

Officers of the Board of Directors of Sumter Little Theatre shall be a President, a Vice-President, a Secretary and a Treasurer to be elected from members of the Board of Directors for a term of one year. No one shall serve more than two terms consecutively in any office unless unanimously re-elected by the Board, with the exception of the Treasurer whose term may be unlimited. These officers shall comprise the Executive Committee.

#### 4.1.4 Elections

Directors (Board) and Officer candidates shall be nominated from the floor, provided each person so nominated has agreed his or her nomination, and elected by a majority vote by secret ballot unless there is no opposition to the persons nominated. These positions may be self-nominated, but must be seconded. **Elections may be called by any Executive Committee member during any established quorum meeting of the Board.** In the event that one or more vacancies occur on the Board by reason of death, resignation or otherwise, the remaining Directors, although less than a quorum, may nominate and elect Directors (Board) and Officers.

#### 4.1.5 Termination

Any Director (Board) or Directors (Board) may, by a majority vote of the Board, be removed from office, either with or without cause, and his or her successor or successors may be elected at such meeting or the remaining Directors may, to the extent the vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

#### 4.1.6 Committees

~~The Board of Directors may establish any sub-committees they deem necessary for the operation and growth of the Theatre. As of this revision, those committees are: Executive, Season Selection, Marketing, Volunteer, Membership. Each member of the Board shall serve on a minimum of one (1) committee. Committee chairpersons may also recruit members from the general membership. (See updates in addendum)~~

#### 4.1.7 Meetings

Board and committee meeting schedule shall be determined by the Board to encourage and facilitate attendance and participation of members. The Board shall meet at least once per quarter. Robert's Rules of Order shall govern the meetings of the Board in all matters not provided for in these by-laws. Directors (Board) shall make every effort to attend all scheduled meetings. Excessive absences (more than 50% in a single calendar year) without proper notification and reason by a Director (Board) will be reviewed by the Executive Committee and presented at a scheduled meeting. The Executive Committee will make a recommendation regarding change of status to the Board, and a vote to remove or retain the member will be taken. A Director who is retained despite excessive absences may be removed by this procedure at a later date.

#### 4.1.8 Quorum

At all meetings, a majority of the voting members when acting at a meeting duty assembled, but in no event less than one-third of the number of Directors authorized, shall

constitute a quorum for the transaction of business. If there is no such quorum, a majority of such members present may adjourn the meeting from time to time until a quorum shall have been obtained. If a quorum is not present then an email, telephone or written vote may be conducted to achieve a decision before the next meeting.

#### 4.1.9 Dissolution

In the event that no Board meetings establishing quorum occur for a period greater than one (1) year, the Board shall be considered dissolved. The authority and terms of service of all elected Directors shall be terminated. In

such event, the Executive Director shall appoint an interim President as is his or her fiduciary responsibility to the Corporation. The duty of this interim President shall be to re-establish a functioning board in timely fashion.

### **4.2 DUTIES OF OFFICERS**

4.2.1 The President shall be the Chairman and Presiding Officer. He or She shall have the power with the approval of the Board, to appoint the chair and members to all committees created by these by-laws or by the Board; shall preside at all meetings of the Theatre and of the Board; shall be an *ex officio* member of all committees (and shall be notified of all meetings); shall have general oversight over the interests of the Theatre and from time to time shall make such recommendations to the Board of Directors and to the Theatre as he or she may deem necessary to the interests of the work. The President may, with the approval of the Board, assign duties and responsibilities necessary for the fulfillment of the mission of the Board of Directors to other Officers of Directors.

4.2.2 The Vice-President shall be to serve as Chairman of scheduled meetings in the absence of the President and to work in collaboration with the President to serve the best interests of the Corporation.

4.2.3 The Secretary shall be to keep accurate records of all Board and Executive committee meetings and to present minutes of previous meetings. Any votes taken via text or email need also be recorded in the minutes as separate notes. In his or her absence, the Chairman shall appoint another to act in their stead. Minutes of meetings are to be signed by the Secretary, recorded in the Official Copy binder, saved electronically, and distributed for approval before the next scheduled meeting. It is also the duty of the Secretary to arrange location for Board meetings and to notify the Board of the meetings. The secretary may also delegate the above responsibilities to the Executive Director.

4.2.4 The Treasurer shall be the chief financial and accounting officer of the Corporation. He or She shall oversee the Executive Director in management and maintenance of the

Corporation's financial affairs, funds, securities and valuable papers. He or She shall inspect full and accurate records thereof kept by the Executive Director. He or She shall have such other duties and powers as designated by the Board of Directors or the President. The Treasurer shall also oversee the corporation, books of accounts, accounting records, and its accounting procedures. The Treasurer shall present a complete financial report to the Board at regularly scheduled meetings to include current account balances, monthly or quarterly and fiscal year-to-date cash flow (income and expenses), as well as projected expenses. The Treasurer shall present this

information in a timely fashion upon request by the President. The Treasurer may also delegate this responsibility to the Executive Director.

4.2.5 The Executive Committee of the Board shall act as a personnel committee for the Executive Director and will set forth his or her job description. The Board shall approve this job description. The Executive Director shall supervise, hire, and discharge all subordinate staff and be responsible for the operations of the theatre.

## **CERTIFICATION**

Debra Martin, President of the Board of Directors of Sumter Little Theatre, hereby certify the foregoing is a true and accurate copy of the bylaws of the above named Corporation duly adopted by the Board of Directors on August 1, 2023

By: \_\_\_\_\_ Date: \_\_\_\_\_

Debra Martin, President

Witnessed By: \_\_\_\_\_ Date: \_\_\_\_\_

Alison Pulcher, Executive Director **Signature:**

**Email:**

08/10/2023

08/10/2023

10/08/2023

Debra Martin (Aug 10, 2023 16:19 EDT) Debra Martin

Debra Martin

dmartin2674@gmail.com

Revised ByLaws

Final Audit Report 2023-08-10

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By: Alison Pulcher (Alison@sumterlittletheatre.com)

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**Amendment #1 as of 12/19/2024**

**4.1.6 Committees**

The Board of Directors may establish any committees they deem necessary for the operation and growth of the Theatre. As of this revision, those committees are: Executive, Marketing, Volunteer and Membership. Each member of the Board shall serve on a minimum of one (1) committee. Committee chairpersons may also recruit Committee members from the general membership and/or volunteers.

Each of the committees has the right to establish subcommittees where needed. One example is the Season Selection committee, a subcommittee of the Production Committee whose purpose is to provide a proposed slate of season shows after working with members, volunteers and community members to cull through suggested shows.



X\_\_\_\_\_

Debra Martin,

President, SLT Board of Directors