

BYLAWS OF THE  
THE IOWA COMMUNITY THEATRE ASSOCIATION, INCORPORATED  
Revised 30 MAR 2019

1 Article I. MISSION

2 Section 1.01

3 The Iowa Community Theatre Association, Incorporated, is created to encourage improved standards of  
4 theater productions among community groups of Iowa; encourage the creation of new community theatre  
5 groups; provide opportunity for the interchange of materials and ideas among member organizations and  
6 individuals; counsel with non-theatre groups engaging in worthwhile theatre production; represent the theatre  
7 interests of Iowa in area, regional and national theatre meetings; and provide a means of communication  
8 among members. We define community theatre, consistent with the American Association of Community  
9 Theatre as a nonprofit theatre company that serves a locality, relies heavily on volunteers, and does not use  
10 Equity (union) actors on a regular basis and are usually operated for local recreation, education, and  
11 commonly seek to obtain the patronage and production participation of the community as a whole.

12 Section 1.02

13 The Association shall plan and execute an annual conference/festival for community theatre groups in the  
14 state at which shall be provided an opportunity for the free exchange of ideas relating to the various phases of  
15 theatre production. In AACT Festival years, the annual event will select productions for the regional AACT  
16 Fest competition.

17 Article II. MEMBERSHIP

18 Section 2.01

19 There shall be three classes of membership as follows:

- 20 (a) Theatre Group Membership – Any community theater producing plays, utilizing the creative talents  
21 and energies of voluntary workers, performing for the enjoyment of the public, controlled by a Board  
22 of Directors of similar body elected by the membership, and which may or may not employ the  
23 services of a paid staff.
- 24 (b) Individual Supporting Membership – Any person interested in the theatre and wishing to support the  
25 Association may become an individual supporting member of the Association
- 26 (c) Business Member – Any business serving the Iowa Theatre Community may become a business  
27 member.
- 28 (d) Honorary Membership – lifetime membership bestowed by the ICTA Board of Directors for service  
29 of support for live theatre in Iowa.
- 30 (e) Duties of membership shall be: to elect a Board of Directors and to ensure the fiscal viability of the  
31 association.

32 Section 2.02

33 Only members in good standing will be granted voting privileges. Good standing shall mean, members  
34 keeping the spirit and intent of the ICTA goals. Membership payment must be received for the member to  
35 be in good standing.

36 Section 2.03

37 No proxy voting shall be permitted. A member must be present at the business meetings to cast a vote.

38 Section 2.04

39 Membership in the Association shall be valid with dues payment received by the Treasurer, not later than  
40 March 1 of each year.

41 Section 2.05  
42 Member theatre groups and individuals not renewed promptly upon notice will be removed from  
43 membership.

#### 44 Article III. OFFICERS

45 Section 3.01  
46 The officers and their duties shall be as follows:

- 47 (a) The President Shall:
- 48 (i) *Preside at meetings of the Association*
  - 49 (ii) *Have general supervision of the affairs of the Association*
  - 50 (iii) *Call special meetings of the Association, Executive Committee or Board of Directors when necessary or when*  
51 *requested to do so by the Board of Directors, Executive Committee or by written request or of one-fourth of the*  
52 *member theatres.*
  - 53 (iv) *Appoint members of standing committee unless indicated otherwise in the By-Laws*
- 54 (b) The Vice President Shall:
- 55 (i) *In the absence of the President, have all the powers and prerogatives of the President*
- 56 (c) The Secretary Shall:
- 57 (i) *Record the proceedings of all meetings of the general membership, Board of Directors and the Executive Committee*
  - 58 (ii) *Execute such other duties as may be stipulated by the Board of Directors or the Executive Committee*
  - 59 (iii) *Provide condensed minutes for publication in Center Stage.*
- 60 (d) The Treasurer Shall:
- 61 (i) *Act in a fiduciary capacity for the Association*
  - 62 (ii) *Collect all fees payable to the Association*
  - 63 (iii) *Pay all authorized expenditures of the Association*
  - 64 (iv) *Report the status of the treasury at meetings of the Association or as requested to do so by the President*
  - 65 (v) *Issue a yearly financial statement at the annual meeting of the Association, a summary of which shall be provided to*  
66 *Center Stage for publication.*
  - 67 (vi) *Prepare an annual budget for presentation to the Executive Committee*
  - 68 (vii) *Keep a register of all members of the Association*

69 Section 3.02  
70 The President, Vice President, Secretary and Treasurer shall be elected by majority vote by and from  
71 members of the Board of Directors at the first meeting of the Board of Directors after the Membership  
72 Annual Meeting. The elections will be conducted by voice vote or by written ballot if requested by a majority  
73 of those present.

74 Section 3.03  
75 Term of Office – the officers will be elected for one-year terms.

#### 76 Article IV. BOARD OF DIRECTORS

77 Section 4.01  
78 A Board of Directors consisting of up to fifteen (15) members shall be elected by members of the association  
79 at the annual meeting.

- 80 (a) Voting shall be by written ballot and election shall be by majority vote of members present.
- 81 (b) The Nominating Committee shall submit a slate of candidates.
- 82 (c) Additional nominations may be made from the floor.

83 (d) Two board members may not share the same member theatre affiliation.

84 Section 4.02

85 The Board of Directors shall conduct, manage, and control all the affairs and business of this corporation,  
86 and shall make rules and regulations consistent with the laws of the state, or the Articles of Incorporation, or  
87 the By-Laws of this corporation.

88 Section 4.03

89 The Board of Directors will meet quarterly, and additional meetings may be called at the discretion of the  
90 President, or upon petition of five members of the Board submitted in writing to the President. One meeting  
91 of the Board of Directors shall be at the time of the annual meeting of the Association.

92 Section 4.04

93 In the event of a vacancy on the Board of Directors, the remaining members of said Board may appoint a  
94 member to the vacancy, the appointee to serve until the next annual meeting, at which time a successor shall  
95 be elected to fill the unexpired term.

96 Section 4.05

97 The term of office for a Director shall be three years. Any Director may serve no more than two (2)  
98 consecutive three-year terms. In the event of serving a partial term of two (2) years, a Director may serve one  
99 (1) additional full three-year term. In the event of serving a one (1) year partial term, a Director may serve two  
100 (2) additional full three-year terms. Upon completion of two consecutive terms or any combination of full  
101 and partial terms, the individual may not serve another partial or full term for a period of one (1) year.

102 Section 4.06

103 Members of the Board of Directors are expected to attend all quarterly meetings of the Board. Allowances  
104 shall be made for members to attend electronically by phone if not available to travel. If unable to attend such  
105 a meeting, said Board member shall notify the president and secretary in advance of the meeting, stating the  
106 reason for such absence. Any Board Member with two or more unexcused absences in the year shall be  
107 referred to the Board for possible removal from membership on the Board. The president shall be  
108 responsible to enforce this provision of the Bylaws.

109 Article V. EXECUTIVE COMMITTEE

110 Section 5.01

111 The four elected officers plus the immediate past-president shall constitute the Executive Committee, and  
112 shall execute the business of the Association in the interim between meetings of the Board of Directors that  
113 cannot, in their opinion, be delayed until the next meeting.

114 Section 5.02

115 The Executive Committee shall meet as necessary.

116 Section 5.03

117 Written notice of all meetings of the Executive Committee shall be given by the President at least ten (10)  
118 days before such meeting.

119 Section 5.04

120 The Executive Committee, through the Secretary, shall submit a written report of its proceedings to the  
121 Board of Directors within 24 hours of the Executive Committee meeting.

122 Article VI. STANDING COMMITTEES

123 Section 6.01

124 Events Committee – A Convention/Conference Coordinator shall be appointed by the Board of Directors.

- 125 (a) This Coordinator shall in turn appoint an Event Committee and serve as Chairman of this  
126 committee.
- 127 (b) The Event Committee shall be responsible for the planning and execution of  
128 (i) *The program for the annual meeting of the Association.*  
129 (1) Assuring time for annual membership meeting  
130 (2) Communication of annual meeting location and time and agenda  
131 (3) Assure nominating committee presents the nomination slate  
132 (4) Prepare ballots and assure members in good standing present are given the opportunity to vote  
133 (5) Assure treasurer presents the financial standings of the association  
134 (6) Assure the secretary presents the prior annual meeting minutes and records the current year  
135 meeting.
- 136 (ii) *The coordination of convention/ conference.*  
137 (1) Selection of venue  
138 (2) Selection and staffing of programs and workshops  
139 (3) Selection of any volunteers, adjudicators, or other required staffing needs.
- 140 (c) The Event Committee will prepare the event calendar and timeline  
141 (d) Coordinate with the Treasurer to assure all receipts and expenditures are properly documented.  
142 (e) Coordinate with the Treasurer to prepare a financial plan (budget), recording of receipts, and  
143 payment of funds

144 Section 6.02

145 Membership Committee – The Membership Committee shall be composed of three members of the  
146 Association, the chair of which shall be appointed by the Executive Committee. The Committee shall be  
147 responsible for a program for recruiting members to the Association

148 Section 6.03

149 Nominating Committee – The Nominating Committee shall be composed of five members, those who are  
150 completing the second year of their three-year term. It shall be the duty of this Committee to present a slate  
151 of candidates for positions on the Board of Directors. It is suggested that, such candidates should represent  
152 various geographic areas of the state, insofar as possible. Communication of vacancies will be made through  
153 Center Stage.

154 Article VII. DUES

155 Section 7.01

156 The annual dues for members shall be due on January 1 of each year

- 157 (a) Theatre Group Membership dues shall be \$50.  
158 (b) Individual Membership dues shall be \$25 per year  
159 (c) Business Membership dues shall be \$100  
160 (d) Honorary Membership – no dues  
161 (e) Dues may be reviewed and revised by the Board of Directors.

162 Article VIII. MEETINGS

163 Section 8.01

164 The Association shall meet once annually at a time and place to be designated by the Executive Committee.

- 165 (a) Delegates at the annual meeting shall have the opportunity at the beginning of the meeting to add  
166 agenda items for discussion or action, by presenting such items to the events committee chair.

167 (b) Delegates to an annual meeting may introduce new legislation by resolution, whereupon the  
168 Executive Committee must act upon the resolution at its first session after the annual meeting.

169 Section 8.02  
170 Special meetings of the Association may be called by the President as specified in the list of their duties.

171 Article IX. QUORUM

172 Section 9.01  
173 Annual Meeting – a quorum at the annual meeting shall be those members present

174 Section 9.02  
175 A quorum at meetings of the Board of Directors, Executive Committee, and all standing committees shall  
176 50% plus one

177 Article X. PARLIAMENTARY AUTHORITY

178 Section 10.01  
179 The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Association in all cases to  
180 which they are applicable and in which they are consistent with the By-Laws and Articles of Incorporation of  
181 this Association.

182 Article XI. AMENDMENTS

183 Section 11.01  
184 These By-Laws may be amended at any meeting of the Association by a two-thirds vote of the members  
185 present.

186  
187 Be it so resolved and adopted, this 30th day of March, 2019 that these minutes are adopted and  
188 entered into the official record of the THE IOWA COMMUNITY THEATRE ASSOCIATION,  
189 INCORPORATED.

190  
191 SIGNED: Donna Smithson DATE: 8/10/19  
192 DONNA SMITHSON  
193 SECRETARY OF THE CORPORATION