

# All-of-us Express Children's Theatre Nonprofit Bylaws

Edited on May 23, 2023

Proposed changes are highlighted in yellow; changes will be voted on in the Annual Meeting on September 12, 2023.

## Article I - Name

This organization shall be called All-of-us Express Children's Theatre, hereafter referred to as AECT.

## Article II - Purpose

The purpose of AECT shall be to support the Children's Theater Program in the City of East Lansing Parks, Recreation and Arts Department in offering young people of all backgrounds, cultures, and lifestyles the opportunity to produce professional quality plays, study many aspects of the dramatic arts, and develop valuable life skills while providing outstanding entertainment to the community.

## Article III - Membership

*Section 1.* Membership in AECT shall be open to anyone in the community who has paid the annual membership fee as established by the Board of Trustees. Members who are 18 years old and younger shall be designated as Youth Members and those who are 19 years old and over shall be designated as Adult Members. There are three types of membership: Supporting Member, Family Member, and Lifetime Member. Family and Lifetime Memberships extend to all youth residing in the same household with the member.

*Section 2.* Membership will last 12 months from date application is received by the board or 12 months from previous membership end date if renewing, whichever is later.

*Section 3.* Members shall be entitled to vote at the Annual Meeting and any special membership meetings that may be called. All members shall be entitled to privileges as designated by the Board of Trustees or as prescribed by law.

## Article IV - Board of Trustees

*Section 1.* The Board of Trustees shall manage the affairs of AECT and the Board of Trustees shall exercise all corporate powers, except as otherwise expressly required by the Articles of Incorporation, these Bylaws or by law.

*Section 2.* The Board of Trustees shall consist of at least seven (7) ~~nine (9)~~ and no more than eighteen (18) voting members, which may include up to two (2) 16 to 18 year old voting members.

*Section 3.* ~~Honorary Members and Junior Honorary Members may be added to the Board by a majority vote of the Board. The Board shall specify the term of service and they shall serve without vote.~~

*Section 4.* The Nominating Committee shall submit nominations for open Board positions to the membership. Additionally, any member of AECT may make nominations for open Board positions from the floor. **If an open board slot exists, the current board members may vote someone in for a partial term until they stand for election at the next annual meeting.**

*Section 5.* Board members shall be elected by a majority of the general membership present at the Annual Meeting or a special meeting called for this purpose.

*Section 6.* Board Members shall be elected to a term of three years and may succeed themselves for one term, after which they shall be ineligible for election for one year. Being appointed to fill an unexpired term shall not be considered in determining this term limitation. A term ends in its third year at the annual meeting, even if the term is extended or shortened because the annual meeting date is changed for that year.

*Section 7.* Any member of the Board may resign at any time by filing a written resignation with the Secretary or President.

*Section 8.* Any member of the Board may be removed by a two-thirds majority vote of the Board.

*Section 9.* In case of a vacancy on the Board for any reason, the remaining Trustees may appoint a successor by majority vote to fill the remainder of the unexpired term of the position vacated.

*Section 10.* All members of the Board shall at all times act in the best interest of AECT.

*Section 11.* All Board Members shall be members of AECT. **If membership lapses, voting privileges are suspended until membership is renewed.**

*Section 12.* A person age 15 may be elected or appointed to a term on the Board and serve as a non-voting member until their 16<sup>th</sup> birthday, after which they serve the remainder of their term as a voting member.

*Section 13.* A person age 13 to age 15 will serve as a non-voting member for a term of one or two years and the Board shall specify the term of service and they shall serve without vote.

## **Article V - Committees**

*Section 1.* The Board shall establish standing committees to assist in the business of AECT. Such committees shall be appointed by the President and approved by the Board. Anyone may attend and participate in meetings of the committees. However, only appointed members of the committee shall be entitled to vote.

*Section 2.* The President and/or the Board may, from time to time, appoint special committees as needed. These committees shall have a defined purpose and term of service, both of which can be expanded as deemed necessary by the appointing authority.

## **Article VI - Officers**

*Section 1.* The officers of AECT and of the Board shall be a President, Vice President, Secretary and Treasurer.

*Section 2.* The President shall preside at all meetings, shall exercise general supervision over the business affairs and activities of AECT, shall appoint committees, and shall perform such other duties as prescribed by the Board of Trustees from time to time.

*Section 3.* The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President and shall perform other duties as may be delegated by the Board or as prescribed by the President from time to time.

*Section 4.* The Secretary shall be custodian of the corporate records and preserve in books belonging to AECT true minutes of the proceedings of all meetings of the Board of Trustees and the membership. The Secretary shall give all notices required by statute, bylaw or resolution, shall certify those members of AECT who are eligible to vote at meetings of the membership, and shall perform other duties as may be delegated by the Board or as prescribed by the President from time to time.

*Section 5.* The Treasurer shall have charge and custody of all corporate funds and securities and shall keep in books belonging to AECT full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies, securities and other valuable effects in the name of AECT in such depositories as may be designated for that purpose by the Board. The Treasurer shall disburse the funds of AECT as directed by the Board, taking proper vouchers for such disbursements; shall render at the regular meeting of the Board, and

whenever requested by them, an account of all transactions and financial condition of AECT; and shall provide other information to the Board as requested.

*Section 6.* All officers shall be elected by the Board of Trustees at the first Board meeting immediately following the annual meeting. The term of elected officers shall be for one year. Officers shall be elected from the Board membership.

*Section 7.* Any officer may resign at any time by giving written notice to the Board or the President or the Secretary. Any such resignation shall take effect on the date specified. The Board shall, by resolution, accept such resignations.

*Section 8.* Any officer or agent elected or appointed by the Board of Trustees may be removed as an officer or agent by a two-thirds majority of the Board of Trustees whenever, in its judgment, the best interest of AECT would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

*Section 9.* Vacancies in any office shall be filled for the unexpired portion of the term by the affirmative vote of a majority of the Board of Trustees at a regular or special meeting of the Board.

*Section 10.* All financial accounts shall have two officers on the account.

## **Article VII - Meetings of the Board of Trustees**

*Section 1.* Board meetings shall be held according to a schedule agreed upon by the Board. Other meetings of the Board may be held at the call of the President or by petition of a minimum of one-third of the Board members.

*Section 2.* Robert's Rules of Order, Revised, shall govern the conduct of business except where specified otherwise in the Bylaws. A majority of the members of the Board of Trustees entitled to vote shall constitute a quorum at any meeting of the Board. Voting shall be in person or electronically, consistent with board policy.

## **Article VIII - Annual Meeting**

*Section 1.* The Annual Meeting of the Members shall be held each year during the month of September, unless otherwise voted on by the Board. Board terms end at the Annual Meeting for those members with terms expiring. The Annual Meeting will be a two-part meeting, the first half to include election of new members to the Board, and the second half for the new Board to take over and conduct any other business necessary, including election of officers.

*Section 2.* A quorum shall consist of those members present who are certified by the Secretary to be eligible to vote. Voting shall be in person or electronically consistent with the board policy titled, "Electronic Voting Policy."

## **Article IX - Execution of Instruments and Fiscal Year**

*Section 1.* The Board of Trustees shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of AECT.

*Section 2.* The fiscal year of AECT shall run from July 1 through June 30.

## **Article X - Special Provisions**

*Section 1.* To induce any person elected or appointed as an officer, trustee or employee of AECT to assume such position, AECT agrees to hereby make a continuing offer to indemnify any such person from any liability or expense actually incurred by such person in any way arising out of such position to the fullest extent allowed by applicable law.

*Section 2.* AECT shall assume the liability to any person other than AECT or its members for acts or omissions of a volunteer trustee incurred in the good faith performance of his or her duties as a trustee.

*Section 3.* It shall be the policy of the All-of-us Express Children's Theatre to provide equal membership/employment/service opportunities to all eligible persons without regard to age, color, creed, gender identity, disability, height, membership in any labor organization, national origin, parental status, political identification, race, religion, sex, sexual orientation or weight.

## **Article XI - Dissolution and Disposition of Corporate Assets**

Upon the dissolution of AECT, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of AECT, dispose of all the assets of AECT exclusively for the purposes of AECT in such manner, or to such organization or organizations organized and operated under one or more exempt purposes within the meaning of section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, as the Board of Trustees shall determine. Any Court of the County in which the principal office of AECT is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XII – Electronic Voting Policy**

*Section 1.* Any meeting held to conduct official AECT business may be conducted by means of electronic communication devices that enable all participants in the meeting to communicate with each other.

## **Article XIII – Amendments**

The Articles of Incorporation and the Bylaws may be amended by a two-thirds majority vote of the Board of Trustees with the approval of the Membership. Any amendment or revision shall be introduced at a Board meeting prior to the meeting at which the amendment or revision is to be voted upon. Approval of Active Members shall be required at the Annual Meeting or a special meeting called for this purpose and satisfying the conditions set forth in this Article. Amendment(s) or revisions to be acted on shall be clearly stated in the call to such meetings and published to the membership in advance of the annual meeting.

## **Article XIV - Adoption and Effective Date**

These Bylaws shall become effective on **DATE OF ANNUAL MEETING** (anticipated to be **September 12, 2023**), and shall void and supersede any and all previous Bylaws.