

DELAWARE THEATRE ASSOCIATION BY-LAWS

(Revised: 2/16/2014)

ARTICLE I. NAME AND PURPOSE

A. The name of this organization is The Delaware Theatre Association for the Performing Arts, known publicly and hereafter in these articles as “DTA”

B. The purposes of DTA are:

1. To stimulate interest in the Theatre Arts
2. To encourage production and audience participation in youth, community and non-professional theatre activities
3. To promote standards of excellence in all phases of theatre production
4. To sponsor activities through which individuals, community, youth and non-professional theatre groups throughout the State can come together to:
 - (a) share ideas
 - (b) sponsor workshops and adjudicated festivals
 - (c) link with other state, regional and national theatre organizations through organizational membership

ARTICLE II. SUCCESSION

These By-Laws supersede all previous documents of a similar nature and serve as the sole set of governing rules of the DTA under the authority of the Certificate of Incorporation. Nothing in these by-laws shall be construed in such a way as to make them contrary to any provision in the Certificate of Incorporation.

ARTICLE III. MEMBERSHIP

A. Membership Requirement

1. Any non-professional theatre group in Delaware is eligible for theatre membership

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(a) A non-professional theatre group can be a standing organization, an individual, or an organization operating under the auspices of a 501(c)3 non-profit organization such as a civic group, community group, school, church or government entity

2. Any individual interested in the Theatre Arts shall be eligible for individual membership

3. All individuals and organizations wishing to join DTA shall have available to them access to an email account so that meeting minutes and other DTA related information can be shared electronically. At the time of initial membership or at each renewal, the individual or organization shall provide updated contact information to the then current DTA Secretary.

B. Membership Dues

1. DTA membership dues cover the fiscal year (January 1 through December 31)

2. The rate of dues shall be set by the Board of Directors and adjusted from time to time as the Board deems necessary. However, the rate shall never be increased more than once for any current fiscal year.

3. Information regarding dues shall be provided to any individual or organization upon request

4. Dues payments are to be made no later than the fifteenth (15th) day of the fiscal year (January 15th)

5. Notice of renewal shall be emailed to all members by the Secretary sixty (60) days prior to due date

6. Non-payment of annual dues becomes effective thirty (30) days past due date or receipt of renewal notice whichever is later

7. Non-payment of annual dues shall void membership

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ARTICLE IV: OFFICERS

- A. The Officers of DTA shall consist of a President, Vice-President, Secretary and Treasurer
- B. Officer Terms
 - 1. Officers shall be elected for terms of two (2) years by simple majority vote of the then current Board of Directors. There will be no limit to the number of terms a person can be re-elected to serve
 - 2. When a person leaves an elected office, twelve (12) months from their departure date must elapse prior to that person being eligible for re-election to any previously held or new position
 - 3. The offices of President and Secretary shall be filled through election at the Board of Directors meeting held in November in odd numbered years
 - 4. The offices of Vice-President and Treasurer shall be filled through election at the Board of Directors meeting held in November in even numbered years
 - 5. If no nominations are received in time for an election according to the By-Laws, the current Officers will continue until such nominations are received and elections can be held.

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C. Officer Duties – The duties of Officers are:

1. The President shall preside at all meetings, convene standing committees, recommend new committees, appoint committee Chairs, see that all books, reports and certificates are properly kept, filed and transferred and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization
2. The Vice-President shall preside at all meetings in the absence of the President and shall assume such duties as may be assigned by the Board of Directors. The Vice-President shall serve as the DTA Festival Chair unless and until another person is selected and approved by the Board of Directors
3. The Secretary shall keep all minutes and records in appropriate books, attend to all correspondence of DTA and exercise all duties relevant to the Office of Secretary. The Secretary shall assume such duties as may be assigned by the Board of Directors
4. The Treasurer shall be custodian of all monies, sign checks, keep all records on monies, render written accounts of the finances at such time as directed by the Board. The Treasurer shall execute all duties relevant to the Office of Treasurer. The Treasurer shall also assume such duties as may be assigned by the Board of Directors

D. The President, Vice-President, Secretary and Treasurer shall serve collectively as a group designated as the Executive Board

1. The Executive Board shall act as a voting substitute for the full Board of Directors only in emergency situations where the Board cannot be convened prior to a decision being required. When the Executive Board operates in lieu of the Board, the Secretary will immediately send an email with full details of the emergency to all other Board members. Also, this decision must be formally moved and approved at the next Board meeting

E. Any vacancy in the office of President shall be filled by the Vice-President for the remainder of the unexpired term

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- F. Vacancies in other offices shall be filled by recommendation of the President with the consent by simple majority vote of the Board
- G. Should, at any time, DTA find itself without a President and a Vice-President, the Board of Directors shall be empowered at a regular meeting to elect temporary Officers to fill these vacancies and these Officers shall serve until the next regular election of Officers by the Board

ARTICLE V. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of no more than seven (7) members and shall be comprised of the duly elected President, Vice-President, Secretary and Treasurer plus three (3) duly elected Directors-At-Large
- B. Directors-At-Large shall complete the duties as may be assigned by the Board of Directors and carry out the responsibilities associated with being a Director-At-Large, including but not limited to:
 - 1. Involvement with DTA committees
 - 2. Entitlement to be appointed Chair for any DTA committee convened by the President
 - 3. Attendance at all Board meetings with voting input
 - 4. Receipt of meeting minutes and other DTA related documents
 - 5. Entitlement to seek election to the Executive Board
- C. Any required new or replacement Board member(s) may be recommended by any member of the Board and must be approved by a simple majority vote of the Board of Directors
- D. Insofar as it is feasible, the Board shall seek to maintain a geographical spread among its members in order to hear and act upon the views of all three (3) counties of the State, i.e., Sussex, Kent and New Castle

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- E. Board members are required to attend all Board meetings and, as requested by committee chairs, as many committee meetings as possible. Missing (2) consecutive Board meetings will mandate that the Board vote at the next Board meeting re: the potential replacement of that Board member. The Board will consider the nature of the Board member absences in their replacement deliberations.
- F. There will be no limit to the number of times an individual can be elected to the Board of Directors as a Director-At-Large

ARTICLE VI: COMMITTEES

- A. DTA committees are:
 - 1. DTA Festival Committee
 - 2. Auditing Committee
 - 3. Nominating Committee
- B. The President shall convene special/Ad Hoc committees as necessary with approval of the Board of Directors
- C. Each and every committee shall have a Chair appointed by the President and approved by the Board of Directors
- D. Each committee shall include at least one (1) member from the current Board of Directors
- E. The DTA Festival Committee Chair shall be appointed by the President and approved by the Board by May of each year
- F. The Auditing Committee Chair shall be appointed by the President and approved by the Board by July of each year
- G. The Nominating Committee Chair shall be appointed by the President and approved by the Board by July of each year
- H. In an effort to increase volunteerism for DTA committees and activities, Chairs may select Members-At-Large for their respective committees. All Members-At-Large shall:
 - 1. Be a dues paying member of DTA

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2. Perform tasks and duties assigned either by a Chair or the Board
3. Attend all meetings for those committees for which they have been selected
4. Attend, with NO voting rights, all DTA Board meetings
5. Receive copies of meeting minutes and other DTA related communications
6. Become eligible to be elected to the Board of Directors after serving as a Member-At-Large for at least one (1) year

ARTICLE VII: PERSONAL LIABILITY

The DTA Board shall not be personally liable for any debt, liability, or obligation of DTA

ARTICLE VIII: MEETINGS

- A. The Board shall be required to meet no less than six (6) times during any given fiscal year
- B. Such Board meetings shall be held on the third Sunday of every other month starting in January or as rescheduled.
- C. The monthly agendas shall include, but not be limited to:
 1. January
 - (a) DTA Fest update
 - (b) Auditing Committee Final Report
 2. March
 - (a) DTA Fest Update
 3. May
 - (a) DTA Fest final report
 - (b) Executive Board Report (if any)
 - (c) Appointment of next DTA Fest Chair

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4. July

- (a) Appointment of Auditing Committee Chair
- (b) Appointment of Nominating Committee Chair

5. September

- (a) Auditing Committee update
- (b) Slate of Nominees for Election

(c) DTA Fest update

6. November

- (a) Election of Officers
- (b) Auditing Committee update
- (c) DTA Fest update

C. Committees shall meet no less than two (2) times each year. Such meetings shall be called at the discretion of the Chair; however, the dates and times of such meetings should not conflict, if possible, with the established Board meetings

ARTICLE IX: PROCEDURE FOR MEETINGS

- A. All meetings of the DTA Board shall be governed by the current edition of Robert's Rules of Order
- B. All Board meetings shall be open to the entire membership; however, voting shall be limited to the Board of Directors
- C. A simple majority is herein established as the voting mechanism for the Board including membership elections
- D. Members of DTA, who are not Board members, may make presentations or provide comments at Board meetings provided that:
 - 1. Requestor is added to the agenda
 - 2. Requestor is granted permission to speak by the President

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ARTICLE X: DISSOLUTION

Upon dissolution of the DTA, all assets of the Corporation, after payment of its just debts, shall be transferred or distributed to an organization or organizations, as approved by the Board, which shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code and have interests similar to those of DTA.

ARTICLE XI: AMENDMENT TO THE BY-LAWS

The By-Laws may be amended by the Board of Directors by simple majority of those present and voting provided least one (1) month prior to the meeting when approval will be decided.