

**MUSICAL MASQUERS, INC.**

**BY-LAWS**

Approved January 18<sup>th</sup>, 2020

**Article I**

**Name of the Organization**

A) The name of this organization shall be Musical Masquers, Inc.

**Article II**

**Purposes**

- A) To produce and present theatrical productions to the public in a professional manner.
- B) To foster and promote interest in amateur theatre through sponsorship of seminars, clinics, and other educational activities.
- C) To provide an opportunity for its membership to participate in theatrical productions and gain theatrical experience.
- D) To perpetuate amateur theatre in West Bend and the surrounding community.

**Article III**

**Membership**

- A) Every person, at least 18 years of age, paying an annual membership fee of \$10.00 shall be a Member of the organization (capitalized for clarity throughout these By-Laws). This stipulation can be waived only through Board action. A Member is entitled to all voting privileges at the Annual Meeting held every January.
- B) Membership may be terminated at the discretion of The Board.

**Article IV**

**Officers and Directors**

- A) The Board of Directors shall consist of ten Members: Four Officers and six Directors at large.
- B) The four (4) Officers of the Board shall be Members elected to a one-year term every Annual Meeting held in January:

1)President

2)Vice-President

3)Secretary (this role may be taken on by any Officer or Director even in duplication of their duties).

4)Treasurer (this role may be taken on by any Officer or Director even in duplication of their duties).

C) The six Directors at-large shall each be elected to a two-year term at the Annual Meeting held in January.

D) The newly elected Board members shall take office immediately following their election.

E) The Board shall determine policy for the organization.

F) The President shall be the Chief Executive Officer for the organization. The President shall preside at all meetings of the membership and its Board and may call special meetings. It shall be the President's duty to exercise general supervision over all the activities and welfare of the organization, and to appoint Chairpersons and members of all committees, subject to board approval.

G) The Vice-President shall, in the absence of, or during the incapacity of the President as determined by The Board, perform all duties and assume all responsibility of the President until The Board shall revoke such authority.

H) The Secretary shall keep and preserve a record of all the meetings of the organization. The Secretary shall notify the Directors of their election to office, keep a roster of members, issue a notice of all meetings, maintain a record of all meetings, and perform such other duties as assigned by the President.

I) The Treasurer shall receive and disburse the funds of the organization. The Treasurer shall keep and preserve books of account, which shall be open to inspection by The Board and subject to audit at any time by the creation of an Audit Committee. The Treasurer shall deposit funds of the organization in such banks and shall disburse money as may be approved by The Board. The Treasurer shall submit written financial reports to The Board upon request.

J) When any Officer leaves office, said Officer shall immediately surrender all records to the successor in that Office.

K) The officers shall perform additional duties as requested by The Board.

## **Article V**

### **Nomination and Election of Directors and Officers**

- A) Each year at the Annual Meeting, any member of the organization or Board of Directors may make nominations from the floor for candidates to be elected as Officers or to the Board of Directors.
- B) The Officers and Directors shall be elected by the majority of the Members in attendance at the Annual Meeting.
- C) Elections shall be by held in a method determined by the President. A secret ballot may be used if requested by a majority of the Members in attendance.
- D) Directorship or Officer vacancies occurring from causes other than expiration of term of office shall be filled by appointment of the President with confirmation of two-thirds of The Board of Directors. Upon any person ceasing to be a member of the Board of Directors, such person shall immediately turn over to the Board of Directors all records or corporate property of the Corporation in such director's possession.
- E) Elected Officers or Directors shall assume their duties on the Board effective immediately after their election.

## **Article VI**

### **Committees**

- A) Committees shall be created by the Board President, and by subsequent approval by a majority by The Board on an as needed basis. The Committees shall have a stated goal and end date to be determined by The Board and reviewed until the goal of the Committee is completed.

## **Article VII**

### **Meetings**

- A) An Annual Meeting of the general membership shall be held no later than January of each year.
- B) Written notice of all membership meetings shall be given by the Secretary at least fourteen days prior to the meeting unless otherwise stipulated by these By-laws. Notice shall be given via email subscriptions and posting on the Organization website and social media page.
- C) Outside of the Annual Meeting, The Board shall meet on an as-needed basis determined by the Board President.

## **Article VIII**

### **Quorum**

A) A quorum shall consist of at least 6 Members of the Board of Directors for any regular, general, special, annual or membership meeting.

## **Article IX**

### **Finances**

A) The organization shall never pay, assume, or become responsible for the personal or unapproved debts or liabilities of any individual member.

B) Other than the approved payment as per the By-Laws or the Board's Policies and Procedures, all profits from theatrical productions shall be used to perpetuate the organization, and no member, officer, or director shall share in these profits for his or her personal gain.

C) Disbursements of funds by check and withdrawals of other accounts shall require the signature of the treasurer or other designated member of The Board.

D) The treasurer shall be bonded to the value of the assets of the organization

## **Article X**

### **Rules of Order**

A) The rules of parliamentary procedure as stated in "Robert's Rules of Order, Newly Revised" shall govern all meetings.

## **Article XI**

### **Fiscal Year**

A) The fiscal year of the organization shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

## **Article XII**

### **Procedure for Amending These By-Laws**

A) These By-Laws may be amended from time to time by a majority vote of the Board of Directors, except that the directors shall not amend Article XIII of these By-Laws except as set forth therein.

B) Amendments to these By-Laws may be recommended by any Officer or Member of the Board of Directors of the organization. The proposed amendments shall be presented in writing to the Board President for presentation at the next Board meeting.

C) Amendments to these By-Laws shall be made at any regular or special meeting of the organization by a two-thirds vote of the Directors present.

### **Article XIII**

#### **Restrictions and Dissolution**

A. Restrictive Activities. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be carrying on of political activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws or the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

C. Amendment. Notwithstanding any provision to the contrary contained in Chapter 181, Wisconsin Statutes, the Articles of Incorporation or these By-Laws, this Article VII shall be amended only upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors then existing at the time of the proposed amendment.