

Boise Little Theater Association  
100 E. Fort Street  
Boise, Id 83712

**Bylaws of the Boise Little Theater, Incorporated**  
**(As Amended February, 2004)**

ARTICLE I, NAME

The name of this organization shall be "Boise Little Theater, Incorporated".

ARTICLE II, MEMBERSHIP

Sec. 1. Membership in this organization shall be of two classes: working and patron.

Sec. 2. Admission of Members:

- a. Working members. Any person may become a working member upon application to the membership committee, indicating a desire to actively participate in the work of the theater. Upon recommendation by the membership committee, the board of directors shall vote upon the application and, if accepted, such person shall be issued a working membership, be entitled to vote and receive one copy of the green room gazette per single address upon payment of annual dues.
- b. Patron members. Upon payment of dues, the amount as set by the board of directors, any person upon application to the business manager, shall be entitled to a patron membership, which entitles such holder to two free season tickets for that membership year.
- c. Lifetime working members. Upon payment of dues, the amount as set by the board of directors, any working member may become a lifetime working member, entitled to all the privileges of a working member until his or her death.

ARTICLE III, DUES

Sec. 1. The amount of the annual dues of working members shall be set by quorum vote (see Article V, Section 5) of the membership, and this amount shall continue until amended by quorum vote of this membership.

Sec. 2. Dues must be paid prior to the annual January meeting of the membership hereof in order to provide eligibility for a member to vote for the board of directors or any one thereof for the remainder of that fiscal year.

ARTICLE IV, OFFICERS

Sec. 1. The elective officers of this organization shall be five working members, not more than three of whom shall be of the same sex.

Sec. 2. The appointive officers shall be a president and business manager, selected from the working membership.

Sec. 3. Selection of Officers:

- a. Elections shall be held at the regular meeting in March of each year. Members sixteen (16) years of age and older are entitled to vote in person or by signed absentee ballot.
- b. Directors shall regularly be elected for a term of two years, two in number to be elected in odd-numbered years, three to be elected in even-numbered years.
- c. A nominating committee composed of five working members of this organization shall be appointed by the president at the general meeting in January of each year. It shall be the committee's duty to meet within two weeks after their appointment and select six candidates from the working membership in even-numbered years, and four candidates from the working membership in odd-numbered years, and it shall be the committee's duty to notify each of the working members of this organization in writing, of the candidates so selected, at least one week before the regular business meeting in February.
- d. Candidates for the board of directors of this organization shall not be limited to those selected by the nominating committee as herein provided. At the regular business meeting in February, the president shall call for nominations of working members from the floor, such nominations may be made by any voting member,

and such nominees shall have their names placed on the ballot together with the names of the candidates nominated by the nominating committee. The ballot shall list the candidates' names. In even-numbered years, above the list will be printed "vote for three," and in odd-numbered years, above the list will be printed "vote for two". At the election in March, the votes shall be counted by the nominating committee immediately after the election. Those deemed elected shall assume office on the day in May of the regular scheduled business meeting. Those deemed elected at the march election shall attend all board meetings as non-voting members until such time as they assume office in May.

- e. Any member of the board of directors who is absent from three meetings of the board of directors shall be, at the discretion of that board, removed from office as a director unless such absence or absences are excused by the remaining board members.
- f. Any vacancy in an elective office shall be filled by the appointment by the board of directors, such appointment to be effective until the next general election, except, however, if a president or business manager is appointed from the board of directors, then the resulting vacancy shall be filled by the candidate for the board having the next greatest number of votes after those who were already deemed elected.
- g. Immediately after adjournment of the membership meeting in May, the elected members of the board of directors shall meet and organize by choosing a chairman to preside. A president and business manager shall then be appointed by the board of this organization for a term of one year, such term of office to run from 1 June of the current year to 31 May of the following year.
- h. The board of directors of this organization shall consist of the five members elected by majority vote of the working members. The president shall be entitled to a vote only on those occasions when the board is tied or deadlocked. The business manager and the retiring president shall be ex-officio members of the board for one year and are not entitled to vote.

#### Sec. 4. Duties of Officers.

- a. The president shall have general supervision of the activities of this organization. She or he shall preside at all general meetings. In the absence of the president, the presidential duties shall be filled by the business manager.
- b. The business manager shall be the secretary-treasurer of this organization, and shall appoint, with the approval of the board of directors, and have general supervision over, a business office secretary, who must be bondable within 90 days of employment, and a publicity chairperson. The business manager may appoint an assistant if he or she so deems. The business manager shall have charge of bookings, house management, disbursements, royalty payments, legal matters, and all other matters pertaining to the finances of this organization. Expenditure of corporate funds by the business manager shall be subject to approval by the board of directors when any such expenditure exceeds \$200.00 for any single transaction.
- c. The board of directors shall have control over all matters pertaining to the activities of this organization, and shall have the power of final selection of all productions to be presented and directors thereof.

### ARTICLE V, MEETINGS

Sec. 1. Regular business meetings of the membership of this organization shall be held at a definitely scheduled time once each month, September through May, except for the December meeting, which may be cancelled at the discretion of the president.

Sec. 2. Date and time of regular business meetings of the membership shall be decided upon by the membership and may be changed at any regular or special business meeting.

Sec. 3. Special business meetings of the membership may be called at the discretion of the president or business manager.

Sec. 4. Meetings of the board of directors shall be called at the discretion of the president or business manager.

Sec. 5. Quorum: fifteen percent of the voting members shall constitute a quorum at any regular or special meeting.

### ARTICLE VI, COMMITTEES

Sec. 1. The following standing chairpersons shall be appointed by the business manager, with the approval of the board of directors: publicity chairperson, business office secretary, and accountant.

Sec. 2. The president shall appoint a board secretary, a membership secretary, and such committees and/or chairpersons as she/he may deem necessary.

Sec. 3. Duties of chairpersons and committees:

- a. The publicity chairperson shall be responsible for publishing news about and publicizing the Boise little theater and its productions. She/he shall appoint such assistants as needed to assist in the work, and shall be directly responsible to the business manager.
- b. The business office secretary shall be responsible for the sale and distribution of all tickets and shall appoint such assistants as are needed, and shall be directly responsible to the business manager. The business office secretary shall receive a salary set annually by the board of directors.
- c. The secretaries shall record the minutes of all meetings in a special book for that purpose, and shall be directly responsible to the president.

#### ARTICLE VII, PARLIAMENTARY AUTHORITY

Parliamentary authority for all business meetings shall be Robert's Rules of Order, Revised.

#### ARTICLE VIII, AMENDMENTS

These bylaws cannot be amended except upon a two-thirds vote of the working members present at a meeting called for that purpose, after at least one week's notice in writing of said proposed amendment having been presented to each working member, the proposed amendment having been first presented in writing to the board of directors.

#### ARTICLE IX, SPECIAL MEETINGS

The working members of this organization shall have the right at any time to call a special meeting of the organization by presenting a petition to the board of directors signed by not less than twenty percent of the working members requesting a special meeting, which petition shall contain the purposes for which the special meeting is requested, and such purposes may include the recall of any elected or appointed officer, or any item of business pertaining to the conduct, operation or activity of this organization.

The board of directors shall call such a special meeting immediately after receipt of such petition, such meeting to be held within thirty days after such petition is filed with the board.

A majority vote at such special meeting on all matters coming properly before the meeting for vote shall be binding and conclusive on this corporation.

#### ARTICLE X. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of this corporation for any cause, all assets of the corporation remaining after satisfaction of all obligations, shall be disposed of by gift or donation to such educational, religious, or charitable purposes as may be approved by the board of directors.