

# **North Fork Community Theatre**

By-Laws

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# By-Laws

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NORTH FORK COMMUNITY THEATRE, INC.

BY-LAWS

ARTICLE I                      ORGANIZATION

1. The name of the organization shall be North Fork Community Theatre, Inc.
2. The organization shall have a seal which shall be in the following form (see minutes for imprint).

ARTICLE II                      PURPOSE

1. To promote the study and improvement of, and to stimulate public interest in, the dramatic arts.
2. To foster interest in and to promote the undertaking of dramatic art endeavors in the community.
3. To promote and encourage the study, production and appreciation of all forms of dramatic and theatre arts.
4. To produce plays, operettas, operas and other forms of dramatic representation for the entertainment and enrichment of the community.
5. To develop talents and skills among the members of the corporation, and to that end to produce and develop workshop productions, and to afford the residents of the Town of Southold and surrounding communities an opportunity to participate in dramatic activities.
6. To receive by gift, grant, devise or bequest real and personal property and to hold, buy and sell any real and personal property that may be necessary to carry out the objects of the corporation.
7. To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, bonds and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired.
8. To do and perform all and everything which may be necessary, advisable, or suitable and proper for the conduct of the affairs of the corporation, provided the same be not inconsistent with the laws of the State of New York.

## MISSION STATEMENT

The North Fork Community Theatre is a nonprofit organization whose purpose is to enrich, educate and entertain our community by providing a superior live theater experience.

## ARTICLE III                      MEMBERSHIP

Membership in this organization is open to all who are interested in community theatre and its purposes and pay the active member's fee.

## ARTICLE IV                      MEETINGS

1. The annual membership meeting of this organization shall be held during the month of June each and every year. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.
2. A regular meeting of this organization shall be held in September, December, March and June, the exact date and time to be scheduled by the Board of Directors.
3. The presence of not less than one-third of the members shall constitute a quorum and shall be necessary to conduct the business of this organization except that for any issue listed in the notice of the meeting a quorum shall be assumed to be present. Any member may request, through the President, that an issue be listed in the notice of a meeting.
4. Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Special meetings may also be called at the request of one-third of the Board of Directors, or at the request of one-third of the members of the organization, but such request must be made in writing at least ten (10) days before the requested scheduled date.
5. Notice of special meetings shall be mailed to all members at least one week (7 days) before the scheduled date for such meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.
6. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## ARTICLE V

## VOTING

1. At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or making that might tend to indicate the person who cast such ballot.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.
3. At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairman the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.
5. A Nominating committee of three active members shall be appointed by the President at the March General Meeting, the membership will be notified of the names and contact information of the committee in the April Newsletter. Individuals who are interested in serving on the Board of Directors should contact the Nominating committee. The Nominating committee shall submit a slate of nominees to the active membership by May 3rd (in the May newsletter). If an individual is interested in serving on the Board of Directors after the slate of nominees has been submitted to the general membership in May, that individual should contact the Nominating committee by May 15th. The Nominating committee shall submit the slate of nominees and the names of any other individuals who would also like to run for the Board of Directors to the General Membership at least one week before the June Annual Meeting.
6. Elections shall be held at the June Annual meeting by closed ballot. Election will be by simple majority. If the slated nominee is running unopposed, the Secretary may be instructed to cast one ballot.
7. In case there are more than two (2) candidates for one office and no one receives a majority of the votes cast, a second election shall be held with the two highest as candidates.
8. The voting age at the North Fork Community Theatre will be fourteen years of age for full dues-paying members. (The understanding of this motion is that you must be fourteen years of age or older and must be an individual -- not family -- dues paying member.)
9. In order to vote on motions at an NFCT general meeting or for elections, an individual must be a member by the first of the month for which the meeting was originally scheduled.

ARTICLE VI

ORDER OF BUSINESS

1. Reading of the minutes of the preceding meeting.
2. Reports of Committees.
3. Reports of officers.
4. Old and unfinished business.
5. New business.
6. Good and Welfare.
7. Adjournment.

ARTICLE VII

QUALIFICATIONS OF OFFICERS AND DIRECTORS

1. Members of the Board of Directors shall be of legal age and be members of the organization not less than eight (8) months prior to the date of election or appointment.
2. The President, Vice-president, Treasurer and Secretary shall be members of the organization for at least eight (8) months prior to election or appointment.
3. The President shall have served on the Board of Directors and shall be over 21 years of age.

ARTICLE ~~IX~~ VIII

BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of eleven (11) members which shall include the President, Vice-President, Secretary, Treasurer and directors. At least one of the directors elected shall be a resident of the State of New York and a citizen of the United States.
2. The immediate Past President, the Corporation Attorney and the Budget Director, to be appointed annually by the Board of Directors shall be non-voting advisory members to the Board. They shall not be considered directors for the purpose of a quorum. The Budget Director shall be responsible for overseeing and aiding the treasurer in formulating the annual budget. The budget director will be appointed by the Board prior to the annual meeting.
3. The directors of the corporation to be chosen for the ensuing term shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.

4. No more than four (4) directors may be elected for two-year terms at any one annual meeting. In the event that more than four (4) vacancies occur, the nominating committee shall designate which of the additional nominations shall be for one-year terms.
5. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
6. The presence of seven (7) members of the Board of Directors constitute a quorum, and the meetings of the Board of Directors shall be called by the President. These meetings shall be held monthly except that the President, with the consent of the Board, may cancel any meeting provided that one meeting is held at least every other month.
7. Each director shall have one vote and such voting may not be done by proxy.
8. Vacancies in the Board of Directors (excluding the President) shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
9. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization for this hearing.
10. The term of office of directors shall be two years commencing on July 1st. A director is elected for a two-year term and may not serve in successive terms. A director who has been appointed by the Board of Directors to fill a vacancy shall be eligible for a full elected term.
11. Duties of the Board of Directors.
  - A. The Board of Directors shall have the control and management of all affairs and business of this organization provided the same be not inconsistent with the laws of the State of New York or these By-laws.
  - B. The Board of Directors shall make such rules and regulations covering its meetings as it may in its discretion determine necessary.
  - C. The Board of Directors shall prepare the annual program of major productions, of which there shall be at least two. All plans shall be reported to the general membership.
  - D. The Board of Directors shall approve all production directors and producers for each production.
  - E. The Board of Directors shall hire and fix the compensation of any employees or contractors which they in their discretion may determine necessary in the conduct of the business of the organization.
  - F. Board members must attend all board meetings and must resign if absent



- three unexcused times without the approval of the Board.
- G. The minutes of all board meetings shall be open to any active member.
- H. The Board of Directors shall establish the amount allotted for producing each production. Any expenditures above the allotted amount shall require Board approval.

ARTICLE IX                      OFFICERS AND POWERS

1. The President, Vice-president, Secretary and Treasurer shall be elected for a one-year term and may succeed themselves in office for only one more term.
2. President
  - A. To preside at all regular and special meetings of the organization and Board of Directors.
  - B. To call all regular and special meetings of the organization and Board of Directors.
  - C. To conduct the business of the organization and Board of Directors.
  - D. To appoint all standing or special committees and to be an ex-officio member of all committees.
  - E. To be chairman of the Board of Directors by virtue of his office.
  - F. To present at the June Annual meeting of the organization an annual report of the work of the organization.
  - G. To see all reports and certificates as required by law are properly kept or filed.
  - H. To have such powers as may be reasonably construed as belonging to the chief executive of any organization.
  - I. To assume office at the time of election.
  - J. To disburse monies of the organization only upon vouchers signed by officers, producers or committee chairs. If the treasurer is unable to perform his/her duties the president shall be able to pay the bills.
3. Vice-President
  - A. To preside at all regular and special meetings of the organization and Board of Directors in the absence of the President.
  - B. To conduct the business of the organization and Board of Directors in the absence of the President.
  - C. In case of presidential vacancy to execute the duties of this office.
  - D. To assume office at the time of election.
  - E. To serve as chairman of the play-reading committee.
  - F. To ascertain that plays/musicals selected are available

4. Secretary
  - A. To keep a record of the proceedings of all organization or Board of Directors meetings.
  - B. To have custody of all documents and the seal of the organization or Board of Directors
  - C. To supervise all correspondence.
  - D. To post after each organization or Board of Directors meeting the policies adopted at the meetings.
  - E. To notify all members of regular or special meetings.
  - F. To assume office at the time of election.
  - G. Will be responsible for possession of the corporate seal & authorizing rental of safe deposit box.
  
5. Treasurer
  - A. To collect the annual dues, subscriptions and income from the sale of tickets or other sources, and to deposit all monies received in a bank or banks approved by the Board of Directors.
  - B. To keep account of all monies received or expended and make a report at the regular meetings of the organization and Board of Directors.
  - C. To disburse monies of the organization only upon vouchers signed by officers, directors, producers, or committee chairmen.
  - D. To assume office at the time of election.
  - E. To apply for royalties/rentals in a timely fashion
  - F. Be responsible for safe deposit box and hold the key.

ARTICLE X                      COMMITTEES

1. The Board of Directors shall have the authority to create standing committees for handling organizational activities.
  
2. Standing Committees
  - A. Play reading
  - B. Workshop
  - C. Building
  - D. Auditing
  - E. Historian
  - F. Newsletter
  - G. Publicity
  - H. Hospitality
  - I. Program Advertising
  - J. Capital Development
  - K. Finance Committee

3. The Board of Directors shall have the power to create any temporary committee it deems necessary.
4. The Board of Directors shall reserve the right to review and approve the plans of all above-stated committees.

ARTICLE XI            DUES

Annual dues shall be fixed by the Board of Directors.

ARTICLE XII            RULES OF PROCEDURE

The rules contained in Robert's Rules of Order, Revised shall govern this organization in all cases to which they are applicable.

ARTICLE XIII            AMENDMENTS

1. Amendments to these By-laws may be proposed and voted upon at any regular or special meeting of the organization provided that written notice stating the proposed amendment(s) shall have been sent to all members at least two (2) weeks (fourteen days) before the regular or special meeting.
2. A simple majority of the members present shall be necessary for adoption of such amendments.

ARTICLE ~~XV~~ XIV            DISSOLUTION

Upon dissolution of the organization, the liquid assets will be divided between the public school districts of Southold Town, the real property will go to Southold Town.

# Resolutions Regarding Policy

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## **ALCOHOL/DRUG ABUSE POLICY**

February 13, 1989: Board of Directors of the North Fork Community Theatre adopted as policy by resolution that:

Anyone involved in a production during rehearsals and performances agree by accepting a position with the production to refrain from the use of alcohol and/or drugs. It will be incumbent upon the director and/or producer to inform all participants of this policy.

August 10, 1992 - The parents of cast members under the legal drinking age be notified that alcohol will be served at the cast parties. The director and/or the producer of each show will notify the parents.

## **BENEFITS**

August 10, 1992 - As soon as possible after the July board meeting, an ad should be placed in all newspapers which we routinely use, stating that applications for the purchase of benefit performances are to be received in writing, postmarked on or after August 1st. NFCT Board of Directors will select applicants by postmark date. Same date postmarks will be chosen by random drawing with preferences going to applicants who have not held a benefit within the past year. The ad should also include the slate of plays.

## **BOARD OF DIRECTORS**

6/22/76 - resolution passed stating that members can attend Board meetings as observers and be given a time to voice their opinions and views at the discretion of the president.

Board meetings changed to second Monday of each month. Resolution passed by Board on 11/9/82; ratified by members on 12/14/82.

7/11/83 - position of "Production Coordinator" created, whose duties are as follows: The Production Coordinator shall act as the Board liaison with the producer and director of each show to ensure a smooth production. This person is basically a resource person and shall familiarize himself or herself with all basic theatre equipment and keep an inventory of same. Any problems arising during a production that may need immediate Board attention, e.g. casting problems, locating equipment, etc., should be first brought to the attention of the Production Coordinator. The Production Coordinator shall attend rehearsals periodically throughout the year and be available to consult with production staff. He or she shall be responsible for the building keys and the changing of the alarm code. [ See also the entry "PRODUCTION COORDINATOR" for more info.]

### **BUDGETING & FINANCES**

9/12/83 - Board resolved that we put aside a \$10,000 "cushion" which we will not utilize unless there is an emergency.

6/11/84 - Board resolved that the signatures of two officers will be required on all bank accounts in the theatre's name, except for the checking accounts maintained for producers.

3/8/93 - Directors and/or producers should submit production budgets not later than the July Board of Directors' meeting. Producers and/or directors will meet with the Board of Directors within 30 days of the Board approving them for review of said budget.

### **BUILDING**

10/8/90 - Any expenditure over \$5,000 for work done on the theater must be put out for at least three bids.

### **CASTING**

8/5/69 - casting committee will consist of the Production Coordinator, director and three members chosen by the Board.

11/10/86 - Board passed resolution and casting is now as follows:

The casting committee shall consist of the Production Coordinator, who is a board member, the director, and three members chosen by the Production Coordinator in conjunction with the director.

## **DIRECTORS**

4/26/77 - resolved that directors acting in their own plays should be approved by the Board.

## **MINUTES TO MEETINGS**

February 8, 1993: The minutes of every NFCT Board meeting will be available in a binder to be kept in the Box Office.

## **NOMINATING COMMITTEE**

7/3/73 - resolved that if no board member is interested in being nominated president, nominations will be opened to the membership.

## **PLAY-READING COMMITTEE**

6/14/88      General Membership Meeting, Resolution adopted.

Any person who serves on the Board of Directors shall not simultaneously serve on the play-reading committee. Except the vice-president.

## **PLAY-READING COMMITTEE POLICIES**

3/14/94      The individual selected to direct the youth workshop shall not be precluded from directing another show on the same slate.



## **PLAY-READING COMMITTEE**

### **GUIDELINES**

#### **TASK**

The Play Reading Committee is charged with the task of reading plays as submitted by the membership and recommending to the Board a slate of productions for the following year.

#### **MEMBERSHIP**

The Play Reading Committee shall consist of five (5) members: the Vice-President who shall serve as Chair and four (4) individuals, elected by the membership at the JUNE General Meeting.

At the MARCH General Meeting members may nominate any number of candidates for the Committee. Should there be no nominees or an insufficient number of nominees, there will be an opportunity to make nominations at the June General Meeting. If there are still an insufficient number or nominees the Vice-President will choose members from the general membership.

Anyone serving on the Board shall not simultaneously serve on the Play Reading Committee with the exception of the Vice-President.

No member of the committee may serve a consecutive term with the exception of the Vice-President.

In the event of an elected member's resignation, the Committee shall appoint a new member without need for further voting by the general membership.

The Committee may request the resignation of any member that does not attend a sufficient number of meetings, which number shall be established by the Committee at its first meeting.

#### **DUTIES AND RESPONSIBILITIES**

The committee shall consider the following criteria when reading a play:

- a. Quality of material and appeal to community
- b. Size of cast, number of male and female parts
- c. Expense of costumes and set
- d. Number of weeks necessary for rehearsal time

Directors names shall not be revealed to the committee until the Vice-President considers this necessary. The Vice-President may request that potential directors meet with the committee to answer questions regarding their submission. The committee may also wish to interview potential directors new to NFCT.

The Vice-President shall be responsible for keeping the Board and the general membership apprised of the committee's activities. To that end each newsletter shall contain a monthly report setting forth the plays then currently being read by the committee and whether directors are needed for any plays under consideration.

Prior to the MARCH General Meeting the Newsletter should set forth the slate of plays that will be presented to the membership at the JUNE General Meeting. This Newsletter should also indicate which plays have directors and which do not.

At the MARCH General Meeting the committee will present the slate to the membership. The members may make inquiries or comment upon the slate, **HOWEVER NO VOTING WILL TAKE PLACE**. Any changes to the slate will be at the sole discretion of the committee.

Between the MARCH and JUNE General Meetings the committee shall review the preliminary slate of plays, determine the availability of production rights, and assist in finding Directors and Producers as necessary. Every play submitted in JUNE must have a director.

1. If more than one play submitted by a prospective director is chosen then that director will be given first choice as to which play he/she would like to direct.
2. The opportunity to direct the second play will be given to other submitters whose plays were not chosen before a search is started for another director.
3. If a play is chosen by the committee that was submitted by someone who would not direct, or by the committee, then those people who did submit would be given first opportunity to direct.
4. If a director cannot be found as described above, then it will be the responsibility of the committee, with the assistance of the Officers and Board of Directors, to find a director. A list of individuals who have directed and/or produced at NFCT should be prepared by the Board and given to the committee to assist them.
5. If two or more directors submit the same play and that play is chosen, the committee will inform the Board. The Board will read the play if necessary and meet with its potential directors to determine who will direct. The Board may ask for input from the committee but the Board will be responsible for making a final decision on the play's director.

The final slate, with directors and producers, shall be presented by the committee to the membership at the JUNE General Meeting.

It is suggested that the committee send letters to directors whose plays were not chosen, thanking them for their submission(s).

The committee will submit a list of plays purchased each year and scripts will be kept at the theater for future reference. The Vice-President will maintain a list of the plays read during his/her tenure.

#### SUBMISSION OF PLAYS FOR CONSIDERATION BY COMMITTEE

Once the committee has been elected at the JUNE General Meeting individuals may submit plays for consideration.

1. The number of plays submitted by an individual shall be limited to three (3). The committee may open up the number of plays per individual if they are in need of more plays to read.
2. Plays submitted between July and November need not have an identified Director or Producer .

The membership shall be notified via the Newsletter prior to the DECEMBER General Meeting that the DECEMBER General Meeting will be their last opportunity to submit a new play for consideration by the committee. If a member wishes to have the committee consider a play not previously submitted the following criteria may be required by the committee:

1. The individual submitting the play must be willing to direct it; and
2. By a majority vote, the membership must decide whether the committee should consider the play. If the membership votes to have the play considered the committee will be obligated to read it and inform the members of its decision via the Newsletter. The Committee's decision will be final and not subject to further discussion.

#### **NEW BOARD POLICY CONCERNING PLAYS,**

##### **ADOPTED 3/21/89**

1. All new directors (new to the NFCT) must have an assistant director. The assistant director's job will be to assist the director by being available to give support, to answer questions on procedure and policy, to apprise the director of available sources of information, and to generally help in making the production run smoothly.

2. The Board, based on Play-reading Committee recommendations, will determine the number of plays to be produced for the following season.

### **PRODUCERS**

8/24/76 - resolution passed that each production's profits should be debited for missing tools at conclusion of production.

4/26/77 - resolved that before all productions, producers and directors must submit a written estimated budget and must attend a Board meeting to justify same.

11/11/80 - producers must report to the Board of Directors concerning excess of expenses for their production.

6/13/83 - resolved that all future producers be required to read the Producer's Handbook which Art Wilks revised, copies of same to be obtained from the secretary.

11/12/83 - the producer and director (or a representative) of a closing show must be present at the strike of set along with the producer and director of the upcoming show along with the production coordinator to discuss properties.

7/14/86 - Board resolution - All producers of shows have a maximum of two weeks to clear up bills for their show and turn in their checkbooks. After that time, if a bill for a show needs to be paid they would have to come to the board.

### **PRODUCTION COORDINATOR**

4/8/91 - The Production Coordinator will make bi-weekly checks on the budget of each production.

3/8/93 - Each producer, in conjunction with the production coordinator, shall place in the theatre archives a copy of the production's program, contact list, reviews, video tape (if any and at the theatre's expense) and other such materials as will provide a history of the production. [See also entry "BOARD OF DIRECTORS" for more information.]

### **PURCHASES**

8/24/82 - Board passed resolution that any non-budgeted expenditure not related to a specific production must be approved by the Board.

## **REHEARSALS**

12/12/89

At the regular Board Meeting of the NFCT, held on Tuesday, December 12, 1989, the 1989/90 Board of Directors adopted into policy:

"from this point forward, no production rehearsals will be closed"

## **SAFE DEPOSIT BOX / CORPORATE SEAL**

7/12/82 - Board passed resolution stating secretary will be responsible for possession of corporate seal and authorizing rental of safe deposit box for which treasurer will be responsible and hold key.

## **SCHOLARSHIP FUND**

11/14/83 - Board passed a resolution stating that every June, NFCT will give an award (monetary, if possible) to one student in each of the five east end school districts recognizing their achievement in drama and theatre, the amount of which and the recipients to be determined by our Board of Directors.

The 4/14/08 Board minutes reflect that the number of schools was increased to six adding McGann/Mercy.

## **SMOKING POLICY**

1/14/94        The theater shall have a NO SMOKING policy for the building.

## **STANDING COMMITTEES**

4/9/84 Board meeting: RESOLVED that a Finance Committee be established for the purpose of overseeing the finances, which committee shall consist of the Treasurer in office, a past Treasurer, the Budget Director and one other NFCT member (to be approved by the Board), all of whom shall serve no more than two consecutive years thereon.

8/14/89 Regular Board Meeting of the NFCT above resolution amended to: The Finance Committee shall consist of the current treasurer, a past treasurer and a member of the North Fork Community Theatre.

## **TAXES**

2/9/82 - we have obtained our tax-exempt number exempting us from sales tax; it is in treasurer's files.

## **TICKETS**

By-Laws state ticket prices are decided by the Board.

## **YOUTH ON STAGE**

12/28/76 - resolution passed to make Youth on Stage part of our regular theatre season and to take responsibility for same.

Reviewed, amended and updated by the 2012 NFCT Task Force:  
Bill Kitzerow, Mary Motto Kalich, Marilee Scheer, Mark Sisson,  
Marjory Stevens, George Summers, Patricia Wall

Approved by a vote of the General Membership March 12, 2013