

OHIO COMMUNITY THEATRE ASSOCIATION

CODE OF REGULATIONS

Section A

ARTICLE I – MEMBERSHIP

- Sec. 1 Any organization or individual fulfilling the requirements outlined in Article VII, section 1, shall be eligible for membership in this association. Each member theatre is entitled to select a delegate to represent that member theatre.
- Sec. 2 The state shall be divided into regions and each region shall select representatives as described in Article X.

ARTICLE II – BOARD OF DIRECTORS AND OFFICERS

- Sec. 1 There shall be a Board of Directors consisting of:
- a. eighteen (18) members elected at large at the Annual Meeting by the official theatre delegates. Six (6) members are elected for a three-year term each year.
 - b. all regional representatives.
 - c. the immediate past president.
 - d. a board member must be a member of an active Member Theatre at the time of his/her election to, and service on, the OCTA Board.
- Sec. 2 The Officers of this Association shall be elected at the first meeting following the Annual Meeting by a majority of the Board and from only the eighteen (18) at large members of the Board of Directors, and shall serve as the Executive Committee. These officers shall be President, First Vice-President, Second Vice-President, Third Vice-President, and Secretary. The Immediate Past President shall serve as a member of the Executive Committee with full Board privileges.
- Sec. 3 The Regional Representatives shall be elected for a term of one (1) year at an annual regional meeting by the official delegates with the term of office commencing at the Annual Meeting. Regions may elect more than one representative as described in Article X. However, as to regions and regional representatives, voting rights shall be limited to one (1) vote per region at Board meetings. Regional representatives shall not be eligible for election to the Board's Executive Committee.
- Sec. 4 Vacancies on the Board of Directors shall be filled as described in Article XVII, section 2.

ARTICLE III – DUES

Membership dues shall be established by the Board of Directors according to classification of membership, as defined in Article VII, section 1, and assessed annually.

ARTICLE IV – MEETINGS

Sec. 1 There shall be an Annual Meeting of the Association. Additional Association meetings may be called as deemed necessary by the Executive Committee or 30% of the Member Theatres.

Sec. 2 In matters not addressed by the Code of Regulations and policies, the Association shall be governed by Robert's Rules of Order (most recent edition).

ARTICLE V – AMENDMENTS

Amendments to this Code of Regulations, Section A, shall be made only at its Annual Meeting, by a minimum two-thirds (2/3) vote of the Member Theatre Delegates present, provided the proposed amendments have been endorsed by fifteen (15) Member Theatres or a majority of the Board of Directors, and presented to the Executive Committee. The proposed amendments shall be sent in writing by USPS (or other private carrier) to all Member Theatres at least thirty (30) days prior to the scheduled Annual Meeting.

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SECTION B

ARTICLE VI - PROGRAM

Sec. 1 The Ohio Community Theatre Association (OCTA), hereinafter “the Association”, shall establish programs to develop excellence in live theatre and to promote interest in the theatre arts in Ohio.

Sec. 2 This Association shall conduct an Annual Conference encouraging participation in community theatre and exchange of ideas among its members and others involved in the arts.

Sec. 3 A manual, known as “Policies and Procedures,” shall be created and maintained by the Board of Directors. This manual shall include job descriptions, fee schedule, attendance policy, financial policy, and other Association policies.

The maintenance and updating of this manual is assigned to the Administrative Division, which shall see that all Board members receive a copy of the manual, as well as any subsequent changes or additions.

ARTICLE VII - MEMBERSHIP

Sec. 1 The following memberships shall be recognized:

a. Member Theatre - Any non-professional, non-profit community theatre having a regular annual, publicized schedule of one (1) or more theatrical productions in which members participate voluntarily for their own enjoyment and/or that of the general public. The Member Theatre may or may not have a paid staff. Member Theatre delegates shall each have one vote at the Annual or called general meeting of the Association.

b. Affiliate Theatre - Any theatre group desiring benefits of affiliation with OCTA, but not meeting requirements stated in Sec. 1 (a). Affiliate Theatres shall receive all benefits of membership except the right to vote and the privilege of participating in OCTA Fests.

c. Other Categories

1. Individual - Any person shall be eligible for Individual membership in the Association, but shall have no voting rights.

2. Arts Service Organizations - State-level Executive Directors/Secretaries of

Ohio Arts Council and Arts Service Organizations shall be eligible for this special membership, but shall have no voting rights.

3. Honorary Lifetime Member - Any person who has achieved outstanding success in or contributed invaluable service to the community theatre movement may be elected an honorary lifetime member of this Association by a unanimous vote of the Board of Directors. Such members shall have no voting rights.

Sec. 2 The Board of Directors shall have sole authority in determining the membership category of all applicants.

Sec. 3 Charter membership is granted to those theatre organizations that were enrolled on or before August 1, 1953. These theatres are (in alphabetical order):

Athens Summer Theatre (also known as Ohio Valley Summer Theatre)
Bucyrus Little Theatre
Civic Theatre of Springfield
Columbus Players Club
Coshocton Footlight Players
East Liverpool Pottery Players
Elyria Playmakers
Piqua Players
Sandusky Harlequins
Toledo Repertoire Little Theatre

ARTICLE VIII - OFFICERS AND BOARD OF DIRECTORS

Sec. 1 Election - The elected officers, designated in Article II, section 2, shall be chosen from, and by a majority vote of, the Board of Directors at the first Board Meeting following the Annual Meeting, and serve for a term of one (1) year.

Sec. 2 Duties of Officers

- a. The President shall:
 1. preside at all meetings;
 2. enforce all laws and regulations relating to the administration of the Association;
 3. serve as Director of Operations, overseeing the operations of the Board, as defined in "Policies and Procedures";
 4. be responsible for the Job Descriptions and the implementation of same;
 5. create all special committees
 6. perform all duties implied by this office.
- b. The First Vice-President shall:
 1. assume the duties of the President in his/her absence;
 2. chair the Programming Division;
 3. perform all duties implied by this office.

- c. The Second Vice-President shall:
 - 1. assume the duties of the First Vice-President in his/her absence;
 - 2. chair the Marketing/Membership/Public Relations Division;
 - 3. perform all duties implied by this office.

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- d. The Third Vice-President shall:
 - 1. chair the Finance Division;
 - 2. coordinate with the treasurer, who is appointed by the Executive Committee.
 - 3. perform all duties implied by this office.

- e. The Secretary shall:
 - 1. perform all duties implied by this office;
 - 2. chair the Administrative Division in the absence of the Immediate Past President.

Sec. 3 The Immediate Past-President shall:

- a. serve as consultant to the Executive Committee and the Board;
- b. chair the Administrative Division.

Sec. 4 The duties of the Regional Representatives shall be:

- a. to serve as active members of the Board of Directors;
- b. to attend Regional meetings as well as Board meetings
- c. to complete all responsibilities as designated in their Job Description.

Sec. 5 Members-at-Large shall:

- a. serve as active members of the Board of Directors;
- b. attend all Board meetings;
- c. complete all responsibilities as designated in their Job Description.

ARTICLE IX - EXECUTIVE COMMITTEE

Sec. 1 The officers and immediate Past President of the Association shall constitute the Executive Committee. This committee shall conduct the business of the Association (subject to the review of the Board) in the interim between the meetings of the Board of Directors

Sec. 2 The Executive Committee shall have the power to:

- a. appoint chairpersons for all committees from recommendations by the President;
- b. execute all actions and decisions taken by the membership at the Association's Annual Meeting or special meetings.

Sec. 3 The Executive Committee shall meet at the direction of the President.

Sec. 4 The members of the Executive Committee shall present their Annual Reports for their Divisions at the Annual meeting of the Association.

ARTICLE X – REGIONAL REPRESENTATIVES

The official delegates from the Member Theatres in each region shall elect no less than one representative to serve on the Board of Directors. Regions may elect as many regional representatives as they deem appropriate. Regional representatives shall be elected to a one-year term that begins at the Association's Annual Meeting.

All regional representatives shall serve on the Board of Directors. However, each region is limited to one vote cast on any issue to be determined by the Board. Regional representatives are not eligible to serve on the Board's Executive Committee.

Regional representative vacancies shall be filled through an election by the respective region's Member Theatre delegates.

ARTICLE XI - ORGANIZATIONAL STRUCTURE

The Board of Directors shall divide the state into six (6) regions: Central, Northeast, Northwest, Southeast, Southwest, and West.

The Board of Directors shall develop and maintain the following Operating Divisions. Each Division shall be responsible for forming and maintaining committees designed to achieve its goals and objectives, as defined in "Policies and Procedures".

- Sec. 1 Administrative Division - This division shall oversee the operation of the Association and maintain the "Policies and Procedures" manual. It consists of the Executive Committee plus other members as specified in "Policies and Procedures". The Immediate Past President shall chair the Administrative Division. In the event there is no Immediate Past President, the Association Secretary shall chair the Division.
- Sec. 2 Finance Division - This division shall oversee the Financial Affairs of the Association as specified in "Policies and Procedures". The Third Vice-President shall chair the Finance Division.
- Sec. 3 Programming Division - This division will provide opportunities for growth and development of members of the Association through the operation of specific programs as outlined in "Policies and Procedures". The First Vice-President shall chair the Programming Division.
- Sec. 4 Marketing/Membership/Public Relations Division - This division will oversee the development of Marketing, promotion of Membership, and production of Official Publications for the Association, as outlined in "Policies and Procedures". The Second Vice-President shall chair the Marketing/Membership/Public Relations Division.

ARTICLE XII – FINANCES

- Sec. 1 An annual budget shall be created by the Executive Committee for approval by the full Board of Directors at the December Board meeting. Any expenditure beyond the budgeted appropriations must be approved by the Board.
- Sec. 2 In the event of an emergency, the President shall be authorized to spend up to \$200.00 without prior approval.
- Sec. 3 The Finance Division shall develop a fiscal policy to ensure the financial health of the Association, including the budget and fundraising plans. This policy shall be included in “Policies and Procedures”.
- Sec. 4 An annual financial report shall be submitted to the Board, including income, expenditures, and pending income.

ARTICLE XIII - DUES

- Sec. 1 The annual dues of membership categories shall be determined by the Board of Directors, with the approval of the delegates at the Annual Meeting. Dues shall be reported on the OCTA Fee Schedule, which is included in “Policies and Procedures”.
- Sec. 2 Membership dues shall be based on the Association's fiscal year (January 1 through December 31).

ARTICLE XIV - MEETINGS

- Sec. 1 In accordance with Article IV, section 1, the Association shall hold an Annual Meeting of the Association. Additional Association meetings may be called by the Executive Committee or 30% of the Member Theatres, time and place to be determined by the Board of Directors.

The ultimate authority of the Association lies with the Member Theatres. Actions taken by the Board of Directors shall be reviewed by the delegates to the Annual Meeting, and ongoing actions may be repealed by a minimum two-third (2/3) vote of the delegates. A majority of delegates at the Annual Meeting may propose resolutions for action by the Board of Directors, who shall act on these resolution at the first meeting after the Annual Meeting.

- Sec. 2 There shall be not less than six (6) regular meetings of the Board of Directors each year. A special meeting of the Board of Directors must be called by the President upon written request of seven (7) or more members of the Board of Directors or thirty percent (30%) of the Member Theatres. Such request must be in writing and state the reasons for the

meeting.

Sec. 3 Notices of, and agendas for, meetings shall be provided to members of the Board of Directors for Board meetings, and to Member Theatres for Association meetings, at least ten (10) days in advance.

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Sec. 4 There will be no proxy voting allowed. A delegate must be in attendance to cast his vote.

ARTICLE XV - QUORUMS

Sec. 1 Delegates of twenty-five percent (25%) of the Member Theatres shall constitute a quorum at Association Meetings.

Sec. 2 A majority shall constitute a quorum at the meetings of the Board of Directors and the Executive Committee.

Sec. 3 A majority shall constitute a quorum for any and all committee and division meetings.

ARTICLE XVI - NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Sec. 1 The Executive Committee shall appoint a Nominating Committee which shall consist of not less than three (3) or more than five (5) members, one of whom must be a member of the Board. It shall be the duty of this committee to prepare a slate of candidates to fill the open terms of the Board of Directors. The committee shall also prepare a slate of candidates for the Executive Committee Offices. Selections are to be made from recommendations submitted by Member Theatres and the Board of Directors to represent the state geographically on the Board of Directors, and to fulfill the needs of the divisions, in so far as is possible. The Secretary shall prepare written ballots of the nominations and the ballots shall be issued only to the verified theatre delegates.

Sec. 2 Following the report of the Nominating Committee at the Annual meeting, additional nominations may be made from the floor, with the consent of the nominee.

Sec. 3 Each Official Delegate shall be entitled to one vote. The voting for the Board of Directors shall be by written ballot.

Sec. 4 The tellers shall be from the Nominating Committee, or, in, their absence, a committee appointed by the President.

ARTICLE XVII - VACANCIES

Sec. 1 A Board Member may be considered to have resigned in accordance with the attendance policy, or by written resignation by the Board member.

Sec. 2 A vacancy in a Board member-at-large position shall be filled by an appointment by the President, with Board approval.

Sec. 3 In the event the office of President is vacated, the 1st Vice-President shall assume the duties of the President until the position can be filled through an election by the full Board.

Sec. 4 A declared vacancy in any other Board office shall be filled through an election by the full Board at the next regularly-scheduled Board meeting.

Sec. 5 Notice of such changes shall be made to the full Board by the most expedient means possible within one week of the change occurring.

Sec. 6 Regional representative vacancies will be filled through an election by the respective region's Member Theatre delegates.

ARTICLE XVIII - AMENDMENTS

Sec. 1 Proposed amendments to this Code of Regulations, Section B, may originate by Board action or by petition by no fewer than 25% of the member theatres. Proposals by member theatres must be submitted to the Executive Committee no fewer than thirty (30) days prior to the next scheduled meeting of the Board of Directors.

Sec. 2 A written copy of the proposed amendments shall be sent to each member of the Board no fewer than ten (10) days prior to the meeting of the Board by the Administrative Assistant.

Sec. 3 Section B shall be amended by a minimum two-thirds (2/3) vote of the Board of Directors present at the regularly scheduled Board meeting.

Sec. 4 A printed copy of proposed amendments to Section B, as passed by the Board of Directors, shall be distributed to all Member Theatres at least thirty (30) days prior to the Annual Meeting. All amendments will be subject to review, and approved for ongoing usage, by a majority of the membership.