

BYLAWS FOR THE THEATRE DOWNSTREAM

FAIRNESS

It is recognized that no set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws or Policies and Procedures, the issue will be decided upon on the basis of fairness, the good of The Theatre Downstream, and common sense.

MEMBERSHIP, VOTING ELIGIBILITY, RUNNING FOR OFFICE

Membership is open to all interested persons, without regard to Sex, Age, Race, Color, Creed, Handicap Status or National Origin. At the discretion of the Board of Directors, non-members may be utilized for other TTD activities. A person may become a member by paying the required dues to the Treasurer. Dues may also be paid to another member of the Board, or a duly appointed representative of the Board. In this case, the Board member or representative will give the dues to the Treasurer at the earliest convenience. The Board will determine the dollar amount of dues. Dues are payable when a person joins The Theatre Downstream, and after that, yearly, by January 31st. The Fiscal Year for The Theatre Downstream begins April 1st, and ends March 31st of the next year.

Only members holding a valid voting Membership of thirty days or more may vote, nominate, be nominated or be elected to office. Dues will be considered to have been paid when the Treasurer, a Board member, or a duly appointed representative of the Board has received them. In the event that the dues of a member, due to a mistake, are not properly given to or recorded by the Treasurer, the member shall be determined to be eligible to vote and run for office if it is found that he/she made a good faith effort to pay his/her dues on time. The Vice-President shall make the determination, in accordance with Fairness (see above article), the good of The Theatre Downstream, and common sense.

FUNCTIONS & DUTIES OF MEMBERS OF THE BOARD

The Board of Directors shall consist of the following elected officers: President, Vice-President, Secretary, Treasurer with the option of two Members-at-Large and the Immediate Past President.. The Board is responsible for the conducting of all group business. A quorum of four voting Board Members is necessary for voting purposes. If for any reason the Immediate Past President cannot serve, a third Member At Large shall be elected.

The members of the Board have a special obligation to provide personal support and assistance with all The Theatre Downstream activities.

Section 1: (PRESIDENT)

The President presides over all scheduled meetings of the Membership, as well as those of the Board of Directors. The President may also call and preside over Special Meetings of the General Membership, as well as the Board of Directors, as circumstances warrant. The President is an Ex-Officio member of all Committees.

Section 2: (VICE-PRESIDENT)

The Vice-President fulfills the functions of the President when the President is unavailable, and is first in succession to the Presidency. In addition, the Vice-President will chair the Playreading Committee, when needed. The Vice-President shall supervise the election process. These duties include, but are not limited to: Taking nominations; Validating membership; Appointing tellers; and Furnishing absentee ballots and instructions for submitting these ballots.

Section 3: (TREASURER)

The Treasurer is responsible for managing all financial and fiscal requirements for The Theatre Downstream. These duties include, but are not limited to: Maintaining all banking accounts and bank relationships; Reconciling monthly bank account statements; Collecting and depositing all moneys generated by TTD, including performance receipts, member dues, advertising revenues, etc.; Insuring all TTD liabilities are paid in a timely manner; Maintaining all financial and fiscal records; Developing annual and individual performance budgets, and tracking actual income and expenses against said budgets; Maintaining an up-to-date membership list; Filing all required State of KY and Federal tax documents and Generating an Annual Report at the end of each fiscal year. The Board of Directors shall approve all budgets. The Board of Directors shall approve all non-budgeted expenditures in excess of \$50.00. The Treasurer is second in succession to the Presidency.

Section 4: (SECRETARY)

The Secretary shall be responsible to keep and make available minutes of all General and Board Meetings. The Secretary is also responsible for all correspondences with the members of The Theatre Downstream, including but not limited to newsletters, show announcements, postal correspondences, and assisting with maintaining social media updates. The Secretary is third in succession to the Presidency.

Section 5: (MEMBERS AT LARGE)

The Members-At-Large shall be available to chair Committees.

Section 6: (IMMEDIATE PAST PRESIDENT)

The Immediate Past President shall be available to chair Committees for a term of one year.

PRODUCTION FUNCTIONS

Section 1: (DIRECTOR)

The Director is selected by the Board of Directors and shall be responsible for the artistic interpretation of a production, including, but not limited to: casting, lighting, set design and Stage Manager.

Section 2: (PRODUCER)

The Producer shall be selected by the Board of Directors, in consultation with the Director or, alternatively, appointed by the Board of Directors. The Producer is responsible for all business

and operational aspects of the production, including, but not limited to: Production Budget, Publicity, Advertising, Donations, Playbill, Support Staffing, Ticket Sales and Production Logistics.

Section 3: (HOUSE MANAGER)

A specific member of the Board of Directors or designee will be assigned by the Board of Directors to be the House Manager. The House Manager will be in charge of selling tickets and receiving funds for each The Theatre Downstream performance. The House Manager will be responsible for all money taken in at a production, will keep records, and give them to the Treasurer for deposit. The House Manager is responsible for all activities that take place in the outer lobby and is responsible for providing the best service to the audience.

Section 4: (STAGE MANAGER)

The Stage Manager is appointed by the director of his/her selected show. They are responsible for scheduling and running rehearsals, communicating the director's wishes to designers and craftspeople, coordinating the work of the stage crew, calling cues and possibly actors' entrances during performances, and overseeing the entire show each time it is performed. In conjunction with the director, the stage manager determines the scheduling of all rehearsals and makes sure everyone involved is notified of rehearsal times, meetings, costume/wig fittings, and coaching sessions. During the rehearsal phase, stage managers also mark out the dimensions of the set on the floor of the rehearsal hall, make sure rehearsal props and furnishings are available for the actors, attend all rehearsals, and notify the designers and craftspeople of changes made in rehearsal. If the director is unable to attend a rehearsal due to extenuating circumstances, the Stage Manager will then be in charge for the duration of the rehearsal.

COMMITTEES

There shall be Permanent Committees, as established hereunder. Special Committees may be established and terminated by a majority vote of the Board of Directors. The Board of Directors must appoint a Chair to each Special Committee. Committees shall be open to all members, voting and non-voting.

Section 1: (PLAYREADING)

The Vice-President chairs the Playreading Committee. The Vice-President, along with the Playreading Committee, is responsible for finding directors and scripts and submitting them to the Board of Directors for approval.

Section 2: (ESTABLISHMENT OF PERMANENT COMMITTEES)

The voting membership may establish Permanent Committees, other than the above, by passing an amendment to the Bylaws, as described in Article 12.

Section 3: (ESTABLISHMENT OF SPECIAL COMMITTEES)

The Board at its discretion may establish Special Committees. If a voting member wishes to

initiate the creation of a Special Committee, he or she must submit a proposal to the Board of Directors for its due consideration. The Board of Directors shall notify members of the establishment of any Special Committees at the next General Meeting.

MEETINGS

Section 1: (GENERAL MEETINGS)

All General Meetings shall be open to the public. The Board will schedule a minimum of one meeting annually for the purpose of electing officers. Any voting member may request a Special Meeting by submitting a letter to the Board. The Board of Directors will have the final decision as to whether a Special Meeting will be called. Membership will be notified no less than fifteen days prior to a General Meeting.

Section 2: (BOARD MEETINGS)

Board Meetings will be open to all members and will be held at least quarterly.

Section 3: (EXECUTIVE BOARD MEETINGS)

The President has the right to call Executive Board Meetings, which will only be attended by the Board of Directors.

ELECTION OF OFFICERS

Section 1: (REGULAR ELECTIONS)

Nominations for members of the Board of Directors will be accepted during the month of January, up until February 1st. The Vice-President will prepare a slate of nominees and the membership will be notified no less than 15 days prior to the election in March. The procedure on how to cast an absentee ballot will be included in this notification. Newly elected Board members shall assume their duties April 1st and shall serve for one (1) year, or until their successor is elected.

Section 2: (SPECIAL ELECTIONS)

In the event of a vacancy on the Board, the remaining members of the Board will select a member to fill the unexpired term of the vacated position.

Section 3: (RUNOFF ELECTIONS)

If no candidate receives a majority vote, there will be a Runoff Election between the two candidates that receive the most votes. Absentee ballots will not be counted in the Runoff Election.

TELLERS

The Vice-President shall appoint two tellers at the February election meeting. The tellers' names can not appear on the ballot. Their duty is to count votes.

ACTIVE BOARD MEMBERS

Every Board Member must work on a minimum of one show per season in some capacity. Regardless of participation in person, they must help publicize each show through, but not limited to, social media, word of mouth, print, etc. They are required to attend every quarterly meeting throughout the season they are elected.

FOUNDING MEMBERS

The Founding Members are compensated with two free tickets to each show. They are allowed the special privilege of staying on the Board of Directors indefinitely. However, the founding members are not immune from being voted out of their official positions due to extenuating circumstances by the remaining three founding members.

THE TWO-THREE RULE

Every year, part of the Board of Directors will turn over. Each season will be an alternating number of newly elected Board Members. The second season of operation, two members will be replaced through a vote of members so as not to have two consecutive terms. The following season, three members will be replaced through the voting process. This alternation will continue until the untimely dissolution of The Theatre Downstream or the end of time. Previous Board Members are eligible to serve again on the Board after a 12 month consecutive hiatus.

REQUIREMENTS FOR BOARD ELIGIBILITY

Members must possess one or more of the following to be eligible for election to the Board of Directors:

- Must be an outstanding member of society
- Must have extensive financial and/or theatrical experience
- Must understand the basic operations of theatrical productions
- Must be willing to participate in the ongoing operations of the theatre during their term

DISCIPLINE

A member may be removed from the Board of Directors or from membership in the organization, or both, for actions deemed harmful to The Theatre Downstream including, but not limited to, acting in the name of The Theatre Downstream without authority from the Board of Directors.

AMENDMENTS

These Bylaws may be amended at any General Meeting of the The Theatre Downstream. Amendments may be proposed by any voting member in good standing, and the membership shall be notified of the proposed amendment(s) in writing at least 15 days prior to calling a vote. Amendment(s) must be passed by a vote of eighty (80) percent of the paid, voting members

present. Such amendments(s) shall be considered operative upon adoption.

DISTRIBUTION OF ASSETS

Section 1: (RESTRICTIONS)

No part of the net earnings of The Theatre Downstream shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 2: (DISSOLUTION)

In the event of dissolution, all of the remaining assets and property of The Theatre Downstream shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization, to be used in such manner as, in the judgment of a Justice of a court of the Commonwealth of Kentucky with appropriate jurisdiction, will best accomplish the general purpose for which this corporation was formed.

POLICIES AND PROCEDURES

The Board of Directors may from time to time establish, terminate, or modify Policies and Procedures, which are to serve as detailed guidelines for The Theatre Downstream. In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board of Directors, to be reflected in the minutes. However, any policy or procedure may be terminated by a two-thirds vote of voting members present at any General Meeting.

MEMBERSHIP LEVELS

Membership levels are determined by the amount each member contributes annually to The Theatre Downstream.

\$10--Newsletter and invitation to all shows (including the showcase), recognition in each mainstage production playbill

\$25--all of the above plus listed under the donors section of the website

\$50--all of the above plus reserved seating for mainstage productions

\$100--all of the above plus special discounts on seasonal tickets and a photograph with the cast and crew after a performance

\$250+-all of the above plus special discounts on seasonal tickets in addition to two (2) free tickets and an invitation for the annual members reception

SHOW SPONSORSHIP

Individuals or businesses that desire to sponsor a show must contribute a minimum of \$500 for a straight play and \$2500 for a musical. Perks for sponsorship include season tickets, personal or business name appearing on all advertisements, framed signed poster, and special recognition opening night.