

# **Wheaton Drama, Inc. Bylaws**

## **Article I Corporate Offices**

Section 1. Illinois Registered Office. The registered office of the corporation in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time as the board of directors (herein, the "Board of Governors" or the "Board" may determine.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and outside the State of Illinois as the Board of Governors may from time to time determine.

## **Article II Membership**

Section 1. Classes of Membership. Three classes of membership shall exist within the Corporation: General Membership, Life Membership and Honorary Membership. Memberships shall not be transferable.

- General Membership – Persons 18 years of age or over willing to participate in the activities of the Corporation shall be admitted as a General Member upon payment of annual membership fees and as determined by the Board of Governors. General Members shall be entitled to vote annually for the Corporation's Board of Governors and to vote of any other matter properly coming before the General Membership.
- Life Membership – Any General Members upon passing the twenty-fifth anniversary of consecutive General Membership shall be eligible for Life Membership. Upon written request by such General Member the Board of Governors may confer Life Membership in recognition of long and faithful service to the Corporation. Life Members shall not be required to pay membership fees but shall in all other respects and for all other purposes be deemed General Members.
- Honorary Membership – The Board of Governors, upon its discretion, may confer Honorary Membership for one fiscal year upon persons of local or national renown who are not General Members or Life Members. Any such action by the Board of Governors must be unanimous. Honorary Members shall not be required to pay membership fees nor shall they be entitled to vote or hold office unless such Honorary Member subsequently becomes a General Member.

Section 2. Membership Fees. Membership fees and dues shall be those adopted from time to time by the Board of Governors. The Board of Governors shall have the discretion to vary fee for individuals, Family groups, residents, youth and other categories, as it deems appropriate. The Vice-President can, at his/her discretion, waive the membership dues of any member for financial reasons. Every schedule of membership fees adopted by the Board of Governors shall remain in full force and effect until superseded. The effective schedule shall be published annually in the membership yearbook.

Section 3. Regular Meetings. Regular meetings of the members shall be held once a month or as deemed advisable by the President and the Board, provided that the members meet at least quarterly. Special meetings as required may be called (a) by the President, with the approval of the Board, or (b) by ten percent of the voting membership, provided in either event at least ten days written notice is sent to the members of the Corporation.

Section 4. Annual Meeting. The first meeting of the members subsequent to June 30 of each year will be the annual meeting of the Corporation membership.

Section 5. Quorum. Thirty voting members of the Corporation shall constitute a quorum to transact business at any regular or special meeting.

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## Article III Board of Governors

Section 1. Governing Body. The governing body of the Corporation shall be the Board of Governors. Each person serving on the Board shall be known as a "Governor."

Section 2. Titles of Governors. The Board shall consist of eight (8) Governors who shall have the following titles: President, Vice President, Secretary, Treasurer, Immediate Past President, Marketing Governor, Sales Governor and Facilities Governor. For those Governors that have Chairs, each chair position should be filled within 30 days of vacancy and presented to the Board.

- President - The president shall preside at all meetings, shall appoint designated chair/committee positions and the registered agent subject to the approval of the Board of Governors, shall be responsible for the general welfare of the Corporation and shall exercise general overall supervision. The President shall oversee all legal issues.
- Vice President - The Vice President shall, in the absence of the president, perform the duties of and have the same authority as the president. The Vice President will appoint and oversee activities of the Membership, Social Events and Colby Chairpersons. The Vice-President shall be the initial point of contact for the board of all membership concerns and shall attend to such responsibilities as the President requests.

The Membership Chair shall collect all membership dues, keep an accurate list of members with their interest as reference for Directors and Chairpersons of various committees, shall welcome and be responsible for introducing new members and guests at general meetings, shall prepare and make available at the October meeting a membership yearbook which includes a directory of all members of the Corporation, shall keep the membership mailing list up to date, shall present a plan for the recruitment of and orientation of new members for the year.

The Social Events Chair shall coordinate food and refreshments for cast parties and other social WDI events as requested by the Vice-President.

The Colby Chair will oversee production of the annual Colby Awards program.

- Secretary - The Secretary shall be responsible for minutes of Board and General meetings, shall co-sign and maintain files of all contracts, maintain the official calendar for WDI and attend to such other duties as the President requests. The Secretary is responsible for assigning an "Editor-In-Chief" who will handle the timely production and distribution of the monthly newsletter (THE TYRO) and shall select any members necessary to assist with this duty.
- Treasurer - The Treasurer shall collect all income and deposit same in banks designated by the Board of Governors, shall keep such accounts as the Board deems necessary, shall chair a committee to draw up budgets for Board approval which will consist of representation of each of the board areas, and will discuss any price changes they would like to institute at least sixty (60) days before the publication of the annual Wheaton Drama Membership Book. The treasurer shall disburse funds as provided in the budget with all disbursements not covered by the budget approved by the Board, shall make financial records at General and Board meetings, including reports of public productions, shall be responsible for completing and filing annual reports with the Secretary of State of Illinois and the Federal Government within time limits prescribed by law, shall close the books and present them for audit no later

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than sixty (60) days after the end of the fiscal year. The Treasurer will be responsible for maintaining an adequate level of insurance for the building and membership, and shall attend to such other responsibilities as the President requests. Once elected by the membership, the Treasurer shall select an Assistant Treasurer and shall present his/her name at the first meeting of the new board for approval. If the Board does not approve the selected Assistant Treasurer, the Treasurer shall pick another person and present that name to the next meeting of the Board for approval. This process shall proceed until an Assistant Treasurer is approved by the Board. The Treasurer shall furnish copies of all reports and bank statements, both written and electronic, to the Assistant Treasurer on a monthly basis so that if the records are lost or destroyed at one location they will still be available from the second location.

- Immediate Past President - The Immediate Past President shall serve as the Chairperson of the Nominating Committee, be responsible for coordinating monthly readings and procure play rights for the upcoming season. The Immediate Past President shall reconvene Bylaws review as needed and shall attend to such other responsibilities as the President requests. The Immediate Past President will also assign an Artistic Chair (which will require Board approval).

The Artistic Chair's responsibilities will include oversight of the playreading process as described in Article 5, Section 2.

- Marketing Governor - The Marketing Governor will appoint and oversee activities of the Advertising Chair, the Education Chair and the Community Outreach Chair. The Marketing Governor will also be responsible for the overall 'look and feel' of WDI, including the production of our season brochure, all graphic designs, the WDI website, show playbills and shall attend to such other business as the President requests.

The Advertising Chair shall be responsible for publicity in all media for all corporation productions and activities, shall assume mailing for same, shall keep a scrapbook of all publicity activities, and shall select any member necessary to assist with these duties with the assistance of the production manager for an individual production.

The Education Chair shall initiate and be responsible for all phases of education for adults and children, shall select any members necessary to assist with these duties and shall head any committees dealing with scholarships or awards.

The Community Outreach Chair shall initiate (or oversee, coordinate, etc) all phases of community service projects, and maintain records of these projects, including all holiday and special city events shall maintain records of all out-reach and/or community service projects including all holiday and special city events.

- Sales Governor - The Sales Governor will appoint and oversee activities of the Ticket Chair; Grant Writing Chair; Fundraising Chair and Program Ad Sales Chair and shall attend to such other responsibilities as the President requests.

The Ticket Chair shall be responsible for tickets for all public productions, shall be responsible for operation of a "ticket booth" at every production and every performance, shall be responsible for all reserved seating, shall keep accurate account of tickets sold and to whom the tickets were sold, making such information available for the Treasurer, shall pass on all receipts to the Treasurer, shall select any members necessary (with the assistance of the Production Manager for an individual production) to assist with these duties,

The Grant Writing chair will oversee all activities surround the submission of grant requests for WDI.

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The Fundraising chair shall originate and coordinate fund-raising activities.

The Program Ad Sales Chair will coordinate all activities surrounding the procurement of program advertising

- Facilities Governor - The Facilities Governor will appoint and oversee the activities of the House Chair, Operations Chair and Lobby and Seating Chair. In addition the Facilities Governor is responsible for ensuring that sets for all productions are designed and built in a safe manner and shall attend to such other business as the President requests

The House Chair shall be responsible for the physical building and grounds of Playhouse 111. This shall include oversight of key possession, addressing all issues with the physical building and overseeing the purchasing of supplies.

The Operations Chair shall have the overall responsibility for the Operating Staff and all physical production properties owned or rented by Wheaton Drama, Inc. These responsibilities shall include keeping such properties secure, in repair, in supply; overseeing rental to other users, staffing various specialty areas subject to the approval of the Board of Governors assuming that the appropriate technical-physical support is provided for public productions, readings, road shows and other occasions.

The Operating staff (chaired by the Operating Chair) shall have responsibility for; Lights, Sound, Set Construction and Maintenance, Costumes, Makeup, Video, Props and Library. The Operating Staff will meet with directors and/or producers for the purpose of preparing budgets for forwarding to the Board of Governors for approval at least three months in advance of opening night of each public production. Each manager shall inventory, maintain in good repair, and make available properties in his/her specialty for all productions, rentals, and other functions as directed by the Board. Each manager shall also have the responsibility of providing technical support when called upon by directors or producers. This support may be delegated to appropriately qualified members with the approval of The Operating Staff Chair and the production staff of a particular production. The responsibilities for specific production committees are set forth in the WDI Production Handbook.

The Lobby and Seating Chair will be responsible for the areas of the building that our customers utilize.

Section 3. Election of Governors. All Governors shall be elected at the annual meeting of the membership with the exception of Immediate Past President who shall automatically assume office at the end of service as President. All Governors shall assume office on July 1 and shall serve until the following June 30. All Governors shall serve for a term of one year. All members shall be eligible for Board positions.

A Nominating Committee, consisting of five members, shall be formed at the January General Membership meeting. The Chair shall be the Immediate Past President and four members shall be elected by the members present at the meeting. No one shall be elected to the Nominating Committee unless the individual being nominated has given his/her consent to be nominated. The Nominating Committee shall be present and publish a slate of proposed officers for election at the April General Membership meeting. The proposed slate shall reflect a majority decision by the Committee. In the event a position cannot be filled by the Nominating Committee, such position shall be left blank and so acknowledged at the time of publication.

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The Nominating Committee as a whole is dissolved upon presentation of the slate at the April meeting. The proposed slate shall be published prior to the May election. The slate will be voted upon by the General Membership at the May General Membership meeting. All persons elected, including those nominated from the floor, whose consent to serve has first been obtained, shall take office as of July 1. Governors elect shall attend and observe the May and June meetings of the currently serving Board of Governors.

Election to any office shall require a majority of votes cast and such election shall be held "vive voice" unless an objection is raised. If there are multiple nominees for any Governor position a written ballot shall be provided.

Section 4. Removal of Governors. Any Governor may be immediately removed by (a) a majority vote of members of the corporation at a special meeting called for that purpose, a quorum being present or (b) a unanimous vote of the other seven (7) Governors at a duly called regular or special meeting. Good cause for removal being presented at the meeting.

Section 5. Board Vacancies. The Board shall have the power to fill any vacancy occurring on the Board between annual elections. Each Governor so chosen shall be elected by a majority of the Board members at a duly called regular or special meeting and shall then hold office until a successor assumes office on July 1.

Section 6. Place of Meetings. The Board of Governors shall hold meetings, both regular and special, in such places as it shall from time to time determine.

Section 7. Regular Meetings. Regular meetings of the Board of Governors shall be held monthly as the Board shall from time to time determine for the purpose of transacting such business as may properly be brought before the meeting except that the Board must meet at least once every two months. Such regular meetings of the Board may be held without notice.

Section 8. Special Meetings. Special meetings of the Board may be called by the President and shall also be called by the President or Secretary at the written request of two Governors.

Section 9. Annual Meeting. The Annual meeting of the Board shall be the first meeting of the Board subsequent to the commencement of a new fiscal year.

Section 10. Notice. Notice of any special meeting of the Board of Governors shall be given by written notice delivered personally, mailed or emailed and verified to each Governor. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid at least seven days before the meeting. If notice is given by fax or personal delivery, such notice shall be deemed to be delivered when a fax is verified or personal delivery is made. In either case, such notice must be given at least two days before the meeting.

Any Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum. A majority of the number of Governors, taking account of any vacancies on the Board, shall constitute a quorum for the transaction of business at any meeting of the Board of Governors, and the act of a majority of the Governors present at a meeting at which a quorum

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is present shall be the act of the Board of Governors. If a quorum of Governors is not present at a meeting, a majority of the Governors present may adjourn the meeting without further notice.

Section 12. Informal Action by Governors. Any action required to be taken at a meeting of the Board of Governors or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all Governors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the Governors or all members of any committee thereof shall have the same effect as a majority vote, and may be stated as such in any document filed with the Secretary of State.

Section 13. Executive Committee. The Board of Governors may, by resolution passed by a majority of the entire Board, designate an executive committee consisting of three or more of the Governors of the Corporation. The Executive Committee shall have and may exercise all the authority of the Board of Governors in the management of the Corporation between meetings of the Board of Governors, provided the committee shall not have the authority of the Board of Governors in reference to (a) amending the articles of incorporation, (b) adopting a plan of merger or adopting a plan of consolidation with another corporation or corporations, (c) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and proceedings thereof, (e) adopting a plan for the distribution of the assets of the corporation, (f) amending, altering or repealing the bylaws of the corporation, (g) electing, appointing or removing any Governor or officer of the corporation or any member of the executive committee or (h) amending, altering or repealing any resolution of the Board of Governors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee. The Executive Committee shall keep minutes of each meeting and report the same at the next meeting of the Board of Governors.

Section 14. Other Committees. The Board of Governors may from time to time establish other committees, specifying the scope of the committee and their authority. All committees need to be reevaluated annually by the board.

## **Article IV Officers and Agents**

Section 1. Officers. The Officers of the Corporation shall consist of a single presidency, vice presidency, secretariat, and treasurership ("Primary Offices" and holders thereof "Primary Officers"). Primary Offices shall be held by the Governors holding the same named position of the Board. Additional offices ("Secondary Offices" and thereof "Secondary Officers") may be created, with such responsibilities, as the Board shall from time to time determine.

Section 2. Agents. The Board shall appoint such agents with such authority as it shall from time to time deem necessary, including but not limited to a registered agent to be recorded with the Illinois Secretary of State.

Section 3. Annual Election and Appointment. The Board of Governors at its annual meeting shall elect and appoint such Secondary Officers and agents, respectively, as shall from time to time be deemed necessary by the Board. If such elections and appointments shall not be done at the annual meeting of the Board, such election and appointments shall be done as soon as conveniently practical thereafter. Election or appointment of a Secondary Officer or agent shall not of itself create contract rights.

Section 4. Terms of Office and Vacancy. Each Primary Officer shall hold office concurrent with the same named position on the Board until a successor is qualified and elected or until such person's earlier resignation or removal from the Board of Governors. Any vacancy occurring in

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any office of the corporation shall be filled by the Board of Governors for the unexpired portion of the term.

Section 5. Removal. Any Secondary Officer or agent elected or appointed by the Board of Governors may be removed by the Board of Governors whenever in its judgment the best interests of the corporation will be served thereby, such removal to be with prejudice to the contract rights, if any, of the person so removed.

## Article V Standing Committees

Section 1. Appointments. The President shall appoint members and chairpersons of standing committees as deemed necessary for the general supervision and best welfare of the corporation. All appointments shall be pre-approved by the Board of Governors.

Section 2. Standing Committees. The following shall be standing committees for the corporation.

- **Play Reading Committee** – The Play Reading Committee shall consist of five active members of the corporation and shall have staggered terms of two years. The new members and new Chairperson of the Play Reading Committee shall be appointed by the President and approved by the Board of Governors by April 1<sup>st</sup>. The Chairperson shall also serve on the Artistic Committee. The Play Reading Committee shall meet regularly from April through October to discuss and evaluate plays submitted by the Committee, the membership and potential directors. No individual may submit more than three plays per season, and all plays must be resubmitted yearly to be eligible for consideration. The Play Reading Committee shall submit to the Artistic Committee Chairperson its final selection of plays by October 31<sup>st</sup>. The list shall include twelve plays, including a balance of comedies and dramas, which are suitable for regular season productions. The list shall also include three plays or proposed productions for presentation as a Studio production, if scheduled, following the regular season. Studio presentations should be simple in terms of production requirements (sets, costumes, casting etc.) and may be outside the usual parameters of regular season presentations in terms of subject matter and/or language. Examples include plays for children, classical plays, unpublished scripts, and plays featuring situations and/or language inappropriate for younger or more sensitive audiences. The list of candidate plays shall be published in the November TYRO. The Chairperson, with the assistance of the Artistic Committee Chairperson, shall make scripts of selected plays available to prospective directors.
  
- **Musical Play Reading Committee** – The Musical Play Reading Committee shall consist of five active members of the corporation and shall have staggered terms of two years. The new members and new Chairperson of the Musical Play Reading Committee shall be appointed by the President and approved by the Board of Governors by April 1<sup>st</sup>. The Chairperson shall also serve on the Artistic Committee. The Musical Play Reading Committee shall meet regularly from April through October to discuss and evaluate plays submitted by the Committee, the membership and potential directors. No individual may submit more than three musicals per season, and all musicals must be resubmitted yearly to be eligible for consideration. The Musical Play Reading Committee shall submit its final selection of musicals to the Artistic Committee Chairperson by October 31. The list shall include five musicals, including a balance of large and small musicals, which are suitable for regular season productions. The list of candidate musicals shall be published in the November TYRO. The Chairperson, with the assistance of the Artistic Committee Chairperson, shall make scripts of selected musicals available to prospective directors.

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- **Children's Play Reading Committee** – At the request of the Board of Governors a Children's Play Reading Committee shall be established and shall consist of five active members of the corporation and shall have staggered terms of two years. The new members and new Chairperson of the Children's Play Reading Committee shall be appointed by the President and approved by the Board of Governors by April 1<sup>st</sup>, if the Committee is activated. The Children's Play Reading Committee shall meet regularly from April through October to discuss and evaluate plays submitted by the Committee, the membership and potential directors. The Children's play Reading Committee shall submit its final selection of plays to the Artistic Committee Chairperson by October 31<sup>st</sup>. The list shall include three plays and shall be published in the November TYRO. The Chairperson, with the assistance of the Artistic Committee Chairperson, shall make scripts of selected plays available to prospective directors.
- **Artistic Committee** – The Artistic Committee shall consist of seven members: A Chairperson who shall be appointed by the President with Board approval from applications submitted by interested members; the Vice President, serving as Board representative; the Chairperson of the Play Reading Committee; the Chairperson of the Musical Play Reading Committee; and three individuals who held the position of director or production manager for previous public productions, selected by the President with Board approval. The Committee will be appointed by April 1<sup>st</sup>. No person submitting an application to direct a public production during the next season shall sit on the Artistic Committee. If a committee member chooses to apply to direct for the next season, that Committee member will step down from the Committee and shall be replaced by an appropriate substitute as appointed by the President with Board approval. The Artistic Committee shall provide guidance to the Chairpersons of the Play Reading and Musical Play Reading Committees prior to the start of said committees by suggesting types of shows the committees should consider reading. These suggestions would be based on the Artistic Committee's assessment of the previous two seasons, guiding the play reading committees to seek variety in terms of genre, size, gender and age of cast, and script content. Each member of the Artistic Committee must read all plays on the final list submitted by the Play Reading Committees. Prospective directors must submit their applications to the Artistic Committee Chairperson no later than January 15<sup>th</sup>. The Artistic Committee shall establish the season and choose directors based on plays submitted by the Play Reading committees and the qualifications and availability of those persons who have applied to direct. The Committee shall choose Directors from members who have directed WDI readings or any public productions with which any Committee member is familiar. Final decision of the Committee, as approved by the Board, shall be published in the April TYRO. A production calendar shall be established with selected directors in conjunction with the House Manager, subject to Board approval. The Committee shall call a meeting of the announced Directors and the Production Managers prior to the June general meeting to determine audition dates for the coming production season.
- **Other Ad-Hoc Committees** – Individual Governors can create individual committees for short or longer term efforts when the scope of the committee is within the area of the governor's responsibilities.

## Article VI

### Contract, Loans, Checks and Deposits

Section 1. Contracts. The Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All

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contracts must be cosigned by the Secretary, and a copy of the contract must be kept for the records.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Governors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Governors may select.

Section 5. Education Fees. The Board of Governors shall authorize all tuition schedules. In a case of financial hardship, the Board shall waive payment of any tuition fees upon request.

Section 6. Tickets. The Board of Governors shall establish all ticket prices.

## **Article VII Other Provisions**

Section 1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these bylaws or under the provisions of the General Not for Profit Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on June 30.

Section 3. Seal. The corporate seal shall be held by the President and have inscribed therein the name of the corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 4. Indemnification of Governors and Officers. Each person who is a Governor or Officer of the corporation, and each person who serves or served at the request of the corporation as a Governor or Officer of another corporation, shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the General Not for Profit Corporation Act of the State of Illinois as it may be in effect from time to time.

Section 5. Meeting Procedures. In all procedural matters arising at meetings of the Board of Governors, the members of the corporation or any committee thereof, Roberts Rules of Order will prevail so long as such procedures do not conflict with any provisions of the Illinois General Not for Profit Corporation Act as amended or the corporation's article of incorporation or bylaws.

## **Article VIII Amendments**

Section 1. Amendments. Proposed amendments to these bylaws must be announced in the notice of a regular or special meeting at which they are to be considered. If the proposed amendments are only summarized in the notice, such amendments must be read or provided in

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writing to the Corporation membership at the meeting. Amendments may be voted upon only after the members of the corporation have had a least seven-calendar day to consider the written text of any proposed amendments. The amendments shall be voted upon at the first meeting of the Corporation membership subsequent to the completion of the time allotted for consideration of the written text of such amendments. A two-thirds vote, a quorum being present, shall be necessary for adoption