

BY-LAWS OF
RICHMOND ALLIANCE OF PROFESSIONAL THEATRES, INC.

Article I

Purpose and Mission

Section 1. Purpose. The purpose of the Richmond Alliance of Professional Theatres is to provide member companies with the resources and services in excess of their individual capabilities in order to enhance the quality and exposure of the performing arts in Richmond.

Section 2. Mission. 1. The Richmond Alliance of Professional Theatres is dedicated to raising the profile of Richmond's professional theatre companies by pooling tangible resources, performing and technical talent, marketing and business management capabilities.

2. The Richmond Alliance of Professional Theatres is dedicated to the development of a strong alliance of professional theatres to increase community awareness, attendance and involvement, with the goal of increasing the quality and frequency of performing arts activity in Richmond.

3. The Richmond Alliance of Professional Theatres is dedicated to the education of its membership to foster efficient and effective cooperative and individual corporate operation, and education of the public to expand knowledge and awareness of the performing arts.

Article II

Membership

Section 1. Eligibility. The Richmond Alliance of Professional Theatres is designed to be a professional theatre service cooperative. To be considered for membership, a company must be a business, profit or non-profit, for the purpose of producing and presenting performance art, must secure a business license and must regularly pay its performers. The amount of compensation and method of dispersal is left solely to the discretion of the member company. This requirement does not apply to apprenticeship programs where apprentices work on a non-paid basis. Rules and definitions shall be established by the Executive Committee, subject to the approval of the Membership at a regularly scheduled meeting, for the administration of this requirement, which rules must be in accordance with state and federal laws and which must not be discriminatory.

Section 2. Election to Membership. Organizations desiring to become members shall apply on a form approved by the Executive Committee that shall provide that the applicant agrees to abide by the By-Laws of the Corporation. The application shall state the name, official address, and principal officers of the applicant, and shall designate a person who shall represent the applicant and who shall have authority to exercise the right to vote, and other information required by the Executive Committee to determine eligibility. Accompanying the application, the prospective member shall submit dues payable for the current year.

All applications are to be filed with the Secretary, and each application is to be submitted at the next regularly scheduled meeting of the Members. After review, and having been assured that the applicant meets the eligibility requirements for membership, the application shall be approved by a majority vote of the Members present.

Section 3. Voting. Each member organization shall have one vote as exercised by the officially designated representative, at any membership meeting at which the representative is present. Proxy voting will not be permitted at any membership meeting or election. No member shall vote whose dues are not paid for the current year. In the absence of the designated member representative, the ranking officer or director of the member present, may exercise the member's right to vote, provided that only one vote per member may be cast.

Section 4. Dues. Annual dues shall be set by the Membership, which dues shall not be prorated. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 5. Meetings. Annual Meeting: The Annual Membership Meeting shall be held in the month of January at a place and time within the Metropolitan Richmond area designated by the Executive Committee.

Membership Meetings: The Members shall hold regular quarterly meetings at a time and place determined by them at the previous meeting. However, if it is determined that there is no business to conduct, a meeting need not be held each and every quarter. Members may attend any Executive Committee meeting and may join in any discussions, subject to proper rules of conduct for meetings as administered by the presiding officer.

Special Meetings: Special membership meetings may be called by the President, or by a majority vote of the members of the Executive Committee, and shall be called by the Secretary upon the receipt of a petition signed by members of the Corporation who are in good standing having two-fifths (2/5) of the votes entitled to be cast at such meeting. Written notice of such a meeting shall be sent by mail or electronically by the Secretary at least ten (10) days prior to the date of the meeting, and the notice shall state the purpose of the meeting, and no other business shall be transacted.

Quorum: The quorum for membership meetings shall be two-fifths (2/5) of the members in good standing. The quorum for Executive Committee meetings shall be a majority of the Executive Committee.

Place, Date and Hour: All meetings of the Corporation, whether of the membership or of the Executive Committee, shall be held in the Metropolitan Richmond area at such place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Notice of regular membership meetings shall be announced to the members either by mail or by written electronic media as previously designated by the member, at least 10 days prior to such meeting.

Executive Committee: In the interim between membership meetings, the Executive Committee shall hold meetings as they deem necessary for the conduct of the Corporation's business. Such meetings may be either in person, or electronic, provided that all members of the Executive Committee are notified of any business to be conducted electronically, and in such case it is further provided that any action taken or decision made shall receive the approval of a majority of the Executive Committee, shall be communicated to all members of the Executive Committee, and that a written record be made of such action and maintained in the records of the Corporation. Provided further that no such electronic meeting or business shall be conducted if there be an objection by any member of the Executive Committee.

Section 6. Associates. Associates are defined as businesses or individuals involved in a theatre related activity that does not otherwise qualify for membership. Such activities may include suppliers, service businesses, actors, directors, technical professionals, periodic producers, etc. Such associates may qualify by submitting an application on an approved form, and payment of dues as may be from time to time set by the Executive Committee.

Associates shall be entitled to receive Newsletters, and may be invited to attend educational, social and other special programs, and may receive discounts, and other benefits as may be from time to time determined by RAPT or by its individual member companies. Associates may serve on committees by invitation of a committee chairman or the Executive Committee and shall be expected to support the purposes, objectives, By-Laws and Rules of the Association. Associates shall not be eligible to hold office nor to vote on Association business.

Administration of this section shall be by the Executive Committee, or by a committee established by them for this particular purpose.

Section 7. Termination of Membership. Resignation: Any member in good standing may resign from the Corporation upon written notice to the Secretary, but no member may resign when in debt to the Corporation. Dues obligations are considered a debt to the Corporation, and they become incurred on the first day of each fiscal year.

Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Executive Committee may grant an additional ninety (90) days of grace to delinquent members in meritorious cases. In no case may a member be entitled to vote at any meeting, whose dues are unpaid as of the date of the meeting.

Article III

Executive Committee and Officers

Section 1. Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, and one at-large member representative, all of whom shall be designated representatives of members in good standing. Members of the Executive Committee shall be elected for a period of one year. Nothing herein shall be construed to preclude any member representative from serving the Corporation in any other capacity and receiving compensation therefor.

Section 2. Election of Executive Committee. Election of Executive Committee shall be by a majority vote of those present and voting at the Annual Membership Meeting. Prior to such meeting, the currently serving Executive Committee shall submit, along with the notice of the Annual Membership Meeting, a slate of proposed individuals to fill the expiring offices. Also, nominations may be made from the floor, provided there is a second, and the nominee agrees to serve if elected.

Section 3. Interim Vacancies. Vacancies on the Executive Committee occurring between annual meetings shall be filled by majority vote of the Executive Committee.

Section 4. Officers. The officers of the Corporation, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to both the membership and its meetings and the Executive Committee and its meetings, for an annual term, until their successors are elected.

The **President** shall preside at all meetings of the membership and of the Executive Committee and shall perform such other duties as are incident to his office or are properly required of him by the Executive Committee.

The **Vice-President** shall exercise the authority of the President in his absence and perform such other duties as may be assigned to him by the President or Executive Committee. Should the office of the President be vacated for any reason prior to the annual election of officers, the Vice President shall become the President, and the office of Vice-President shall be filled by a majority vote of the Executive Committee. It is further expected that the Vice-President shall be considered President Nominee for the ensuing term following his term as Vice-President.

The **Secretary** shall be responsible for recording the minutes of the membership and Executive Committee meetings and maintaining such other records as may be required of him by the President or the Executive Committee. He shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his office as the President may request or the Executive Committee assign.

The **Treasurer** shall collect and receive all monies and valuable effects due or belonging to the Corporation. He shall deposit the same in a bank or safe depository designated by the Executive Committee in the name of the Corporation. Withdrawals and payments shall be made only as designated by the Executive Committee and approved by the President. His books shall at all times be open to inspection by the Executive Committee, and he shall report to them at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the annual membership meeting he shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of books as directed by the Executive Committee.

Article IV

Executive Director

The Board may, but is not required to, employ an Executive Director to administer the day to day affairs of the Corporation, to assist the Secretary and/or Treasurer in the preparation and maintenance of records, and to perform such other duties as designated by the President. The Executive Director shall attend, and participate in all meetings of the Corporation, but shall not vote.

Article V

Committees

The Executive Committee may by resolution at any meeting designate standing and/or ad hoc committees. Such committees normally shall include one member of the Executive Committee and others as they or the President may appoint. The chairperson shall be selected by the membership of the committee. Such committees shall perform the duties as designated, shall keep minutes of proceedings and shall report to the Executive Committee.

Article VI

General Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Amendments. Amendments to the Articles of Incorporation may be proposed by a resolution of the Executive Committee recommending the amendment to the members, unless they determine that because of conflict of interests or other special circumstances they should make no recommendation and communicates the basis for such determination to the members. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time and place, and that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each member not less than Fifteen (15) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast.

Amendments to the By-Laws may be made by a majority vote of the Members at any meeting at which a quorum is present, provided ten (10) days' written notice is given to them of any proposed change.

Article VII

Dissolution

The Corporation may be dissolved at any time by recommendation of the Board of Directors, and approved by two-thirds (2/3) of the members at a special meeting. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code, such organization or organizations to be selected by the Board of Directors.