

ARTICLES OF INCORPORATION OF THE IOWA COMMUNITY THEATRE ASSOCIATION, INC.

We, the undersigned citizens of the United States, State of Iowa, do hereby associate ourselves as a non-profit corporation under the provisions of Chapter 504, Code of Iowa, a non-profit corporation 1958, hereby assuming all the powers, rights and privileges granted to such corporation and accepting all of the duties and legal obligations imposed thereon by law.

ARTICLE I NAME

The name of this organization shall be The Iowa Community Theatre Association, Incorporated.

ARTICLE II PURPOSE

The purpose of this non-profit organization shall be the improvement, and encouragement of live theatre among non-professional, theatre groups in the State of Iowa.

ARTICLE III BUSINESS OF THE CORPORATION

The corporation shall have power to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities to accept donations of money and property; the corporation shall have power to borrow moneys to issue both evidence of debts and obligations of the corporation from time to time for moneys borrowed or in payment for property purchased or for any of the other objects or purposes of this corporation, and to secure the same by mortgage, deed of trust or other legal pledge on any or all of said property, rights or privileges of the corporation whosoever situated, which it has acquired or seeks to acquire; to improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, all or any part of the property of the corporation from time to time as the board of directors determine advisable for the broad general purpose of this corporation; to adopt by-laws, rules and regulations for its own government, the management of its affairs, the protection of its property and funds and the advancement of its own well-being; and to do all and everything suitable, necessary, and proper for the accomplishment or the attainment of any of the objects for furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do, every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid powers and purposes, or any part or parts thereof; provided, the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV MEMBERSHIP

Membership in this organization shall be open to groups and individuals ~~in the organization~~ interested in live theatre in accordance with the requirements stipulated in the By-Laws.

ARTICLE V AMENDMENTS

Amendments to these Articles of Incorporation shall be made only at a regular meeting of the Association by a two-thirds of the delegates from member theatre groups present, provided there is written notice thereof at least 30 days prior to the date of the meeting.

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ARTICLE VI DISCLAIMER OF PERSONAL LIABILITY

The private property of the incorporators, Board of Directors, and members of this corporation, shall be forever exempt from personal liability, from debts, obligations, or liabilities incurred by this corporation in pursuance of its activities in realizing the objects herein before stated.

ARTICLE VII LENGTH OF LIFE

This corporation shall continue unless sooner dissolved by a majority vote of the Board of Directors or unless dissolved by the operation of law.

ARTICLE VIII DISPOSITION OF MATERIALS AND FUNDS

This corporation is organized and shall be operated exclusively as a corporation not for pecuniary profit, and no part of the property improvement and furtherance of non-professional theatre groups in the State of Iowa. Any surplus, which shall remain in the corporation after all the objects and purposes of the corporation shall have been fully performed, shall be directed by the Board of Directors for the benefit of the then active members of the corporation, generally.

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IOWA COMMUNITY THEATRE ASSOCIATION BY-LAWS

ARTICLE I – PROGRAM

SECTION 1 The Iowa Community Theatre Association, Incorporated, shall strive for theatre group improved standards of theater productions among the non-professional community groups of Iowa; encourage the creation of new non-professional community theatre groups; provide opportunity for the interchange of materials and ideas among member organizations and individuals; counsel with non-theatre groups engaging in worthwhile theatre production; represent the non-professional theatre interests of Iowa in area and National theatre meetings; and provide a means of communication among members.

Section 2 The Association shall plan and execute an annual conference/festival for non-professional community theatre groups in the state at which shall be provided an opportunity for the free exchange of ideas relating to the various phases of theatre production.

ARTICLE II – MEMBERSHIP

SECTION 1 There shall be three classes of membership as follows:

- a) Theatre Group Membership – Any non-professional, non-profit, community theater producing plays, utilizing the creative talents and energies of voluntary workers, performing for the enjoyment of the general public, controlled by a Board of Directors of similar body elected by the membership, and which may or may not employ the services of a paid staff.
- b) Individual Supporting Membership – Any person interested in the theatre and wishing to support the program sponsored by the Association may become an individual supporting member of the Association,
- c) Honorary Membership – The requirements for this distinction shall be determined by the Board of Directors

SECTION 2 Only members in good standing will be granted voting privileges in the Association

SECTION 3 No proxy voting shall be permitted. A member must be present at the business meetings to cast a vote.

SECTION 4 Membership in the Association shall be authorized by the Executive Committee upon examination and approval of an application in writing submitted to the Treasurer.

SECTION 5 Member theatre groups and individuals failing to keep membership in force by prompt payment of dues shall be suspended.

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ARTICLE III – OFFICERS

Section 1 The officers and their duties shall be as follows:

- a) The President Shall:
 - 1) Preside at all meetings of the Association
 - 2) Have general supervision of the affairs of the Association
 - 3) Call special meetings of the Association, Executive Committee, or Board of Directors when necessary or when requested to do so by the Board of Directors, Executive Committee or by written request of one-fourth of the member theatres.
 - 4) Appoint members of standing committee unless indicated otherwise in the By-Laws
- b) The Vice President Shall:
 - 1) In the absence of the President, have all the powers and prerogatives of the President
 - 2) Serve as chairman of the Membership Committee
- c) The Recording Secretary
 - 1) Record the proceedings of all meetings of the general membership, Board of Directors and the Executive Committee
 - 2) Execute such other duties as may be stipulated by the Board of Directors or the Executive Committee
 - 3) Provide condensed minutes for publication in Center Stage.
- d) The Treasurer Shall:
 - 1) Collect all fees payable to the Association
 - 2) Pay all authorized expenditures of the Association
 - 3) Report the status of the treasury at meetings of the Association's membership or Board of Directors as requested to do so by the President
 - 4) Issue a yearly financial statement at the annual meeting of the Association, a summary of which shall be provided to Center Stage for publication.
 - 5) Prepare an annual budget for presentation to the Executive Committee
 - 6) Serve as a member of the Finance Committee
 - 7) Keep a register of all members of the Association

SECTION 2 The President, Vice President, Secretary and Treasurer shall be elected by majority vote by and from members of the Board of Directors at the first meeting of the Board of Directors after its election process. The elections shall be by written ballot.

SECTION 3 Term of Office – the officers will be elected for one year terms.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 A Board of Directors consisting of up to fifteen (15) members shall be elected by members of the association at the annual meeting. Voting shall be by written ballot and election shall be by majority vote of delegates present. The Nominating Committee shall submit a slate of candidates. Additional nominations may be made from the floor.

SECTION 2 The Board of Directors shall conduct, manage, and control all the affairs and business of this corporation, and shall make rules and regulations consistent with the laws of the state, or the Articles of Incorporation, or the By-Laws of this corporation.

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SECTION 3 The Board of Directors will meet at least twice yearly, and additional meetings may be called at the discretion of the President, or upon petition of five members of the Board submitted in writing to the President. One meeting of the Board of Directors shall be at the time of the annual meeting of the Association.

SECTION 4 In the event of a vacancy on the Board of Directors, the remaining members of said Board may appoint a member to the vacancy, the appointee to serve until the next annual meeting, at which time a successor shall be elected to fill the unexpired term.

SECTION 5 The term of office for a Director shall be three years or until a successor is elected.

SECTION 6 The Board of Directors with the approval of a majority of Association members voting at the annual meeting may elect a lifetime member of the Board of Directors. This member will be in addition to the twelve regular elected members.

ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1 The four elected officers plus the immediate past-president shall constitute the Executive Committee, and shall execute the business of the Association in the interim between annual meeting and meetings of the Board of Directors.

SECTION 2 The Executive Committee shall:

- a) Have the authority to appoint officers when vacancies occur.
- b) Appoint special committees as necessity requires and define the duties and purpose of such committee.
- c) Direct the expenditures of the Association's funds.
- d) Execute all policies approved at meetings of the general membership or of the Board of Directors.

SECTION 3 The Executive Committee shall meet as necessary.

SECTION 4 Written notice of all meetings of the Executive Committee shall be given by the Recording Secretary at least ten (10) days before such meeting.

SECTION 5 The Executive Committee, through the Recording Secretary, shall submit a written report of its proceedings to the Board of Directors.

ARTICLE VI – STANDING COMMITTEE

SECTION 1 Convention Committee – A Convention Coordinator shall be appointed by the Board of Directors. This Coordinator shall in turn appoint a Convention Committee and serve as Chairman of this committee. The Convention Committee shall be responsible for the planning and execution of the program for the annual meeting of the Association.

SECTION 2 Membership Committee – The Membership Committee shall be composed of three members of the Association, the chairman of which shall be the Vice President. The Committee shall be responsible for a program for recruiting members to the Association.

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SECTION 3 Nominating Committee – The Nominating Committee shall be composed of three members, at least one of whom shall be a member of the Board of Directors. It shall be the duty of this Committee to present a slate of candidates for positions on the Board of Directors. It is suggested that, such candidates should represent various geographic areas of the state, insofar as possible. Communication of vacancies will be made through Center Stage.

ARTICLE VII – DUES

SECTION 1 The annual dues for members shall be due on January 1st of each year

- a) Theatre Group Membership dues shall be \$45.
- b) Individual Membership dues shall be \$20 per year
- c) Honorary Membership – no dues
- d) Dues may be reviewed and revised by the Executive Committee

ARTICLE VIII – MEETINGS

SECTION 1 The Association shall meet once annually at a time and place to be designated by the Executive Committee.

- a) Delegates to the annual meeting shall have the power to approve or repeal policies established by the Board of Directors
- b) Delegates to an annual meeting may introduce new legislation by resolution, whereupon the Executive Committee must act upon the resolution at its first session after the annual meeting

SECTION 2 Special meetings of the Association may be called by the President as specified in the list of his duties

ARTICLE IX – QUORUM

SECTION 1 Annual Meeting – a quorum at the annual meeting shall be those members present

SECTION 2 A quorum at meetings of the Board of Directors, Executive Committee, and all standing committees shall be seven and three respectively.

ARTICLE X – PARLIAMENTARY AUTHORITY

SECTION 1 The rules contained in Robert's Rules of Order, Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and Articles of Incorporation of this Association.

ARTICLE XI – AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the Association by a two-thirds vote of the members present.