

# Bylaws of the Sudbury Savoyards

Approved and Recommended to the Membership by Board of Trustees August 22, 1984

Approved by the General Membership January 14, 1985

Amended by the General Membership March 1992, March 1996, March 1997, March 2002, February 2010

## PREAMBLE

We, the Sudbury Savoyards, associate ourselves for the purpose of performing the works of William S. Gilbert and Arthur Sullivan, separately or together, in Sudbury, Massachusetts, and nearby communities.

## I Article: NAME

The Organization shall be named The Sudbury Savoyards.

## II Article: OBJECTIVES

The Sudbury Savoyards is a community based, amateur theater group, sponsored by the Sudbury United Methodist Church (hereinafter referred to as the SUMC), and dedicated to the performance of the works of Gilbert & Sullivan. The objectives of the Organization are:

1. Encouragement and active promotion of artistic and technical excellence in the production of the works of Gilbert & Sullivan.
2. The growth of the Organization and of the individual participants in all production areas.
3. Continuation of the Organization through dedicated voluntary effort of its members.
4. Provision of an outlet for community and social involvement.
5. Donation of the proceeds, as defined in Section VIII.4, to the Outreach Program of the SUMC.

The primary activity of the Sudbury Savoyards is a yearly production of one of the works of Gilbert & Sullivan. The Board of Trustees may approve additional activities by majority vote, provided that such activities satisfy one or more of the above objectives and provided that they do not violate the spirit of any of the above objectives. Bylaws

## III Article: MEMBERSHIP

### *III.1 Section: Qualifications*

Membership shall be open to anyone who actively encourages or participates in the productions of the Sudbury Savoyards.

### *III.2 Section: Rights and Duties*

1. Members are eligible for election to the Board of Trustees (hereinafter referred to as the Board), as described in Section V.2).
2. All members are eligible to nominate qualified members for election to the Board.
3. All members are eligible to vote in the election of the members of the Board.
4. All members are eligible for all other voting privileges.

### *III.3 Section: Liabilities and Property Rights of Members*

No member of the Organization now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

## **IV Article: CONDUCT OF BUSINESS**

All business of the Organization, except amendment of these Bylaws and election of the Board, shall be decided by a simple majority of those Trustees present at any authorized Meeting of the Board, providing a quorum (as described in Section V.I 1) is present and proper notice of the Meeting has been given.

The Organization shall follow Robert's Rules of Order to facilitate the conduct of Membership Meetings except where such rules shall be in conflict with provisions of these Bylaws or established written precedent as recorded in the Organization policies.

## **V Article: BOARD OF TRUSTEES**

### ***V.1 Section: Number of Trustees***

This Organization shall be governed by a Board of seven Trustees.

### ***V.2 Section: Election and Term of Office***

Trustees shall be elected at large by the general membership. The term of Office shall be two years and shall coincide with the fiscal year. Four Trustees shall be elected in even-numbered years and three Trustees shall be elected in odd-numbered years.

Trustees must have been members of the Organization and must have participated in productions in at least two of the last three years, including the present year, in order to be nominated for a position on the Board. For the purposes of this Bylaw, the current production is considered to be the most recent production.

A Trustee may succeed himself or herself in office, but no Trustee may be nominated who will have served more than three consecutive years at the end of the current term of office.

### ***V.3 Section: Duties of the Board of Trustees***

The Board is responsible for the following:

1. Selection of the productions
2. Selection of a Producer and Directors
3. Long range planning activities
4. Approval of the annual budget
5. Administration of on-going operations
6. Approval of special assignments and committees, appointed by the Chairman

Each Trustee should:

1. Attend all Board Meetings
2. Notify the Chairman of inability to attend a Meeting at the earliest possible time
3. Maintain the records of each Office in good order
4. Turn over all records to his/her successor in a timely manner
5. Perform additional duties and individual assignments, and serve on committees as required
6. Maintain contact with the general membership
7. Fairly represent the points of view of the membership and the best interests of the Organization

### ***V.4 Section: Officers***

The Officers of the Board shall consist of the Chairman, Treasurer, Secretary, and Church Liaison. The Board shall elect the Officers from its own members. The Officers of the Organization and the Officers of the Board shall be one and the same.

### ***V.5 Section: Duties of the Officers***

#### **V.5.1 Chairman**

1. Preside at Board Meetings and at Membership Meetings
2. Prepare agendas for each Meeting
3. Monitor the activities of all Trustees
4. Make special assignments and appoint committees, subject to the approval of the Board
5. Report to the general membership at the Annual Meeting
6. Has the authority to sign all financial documents as an alternate to the Treasurer
7. Prepare an annual report to the SUMC, in a timely manner

#### **V.5.2 Treasurer**

1. Maintain all financial records in good order
2. Monitor all financial accounts
3. Pay bills in a timely manner
4. Report spending against budget
5. Has the principal authority to sign all financial documents
6. Prepare a financial report for the Annual Meeting
7. Prepare an annual financial report for the Board
8. Prepare an annual budget

#### **V.5.3 Secretary**

1. Provide and distribute minutes of all Meetings within two weeks after each Meeting
2. Include action items as part of the minutes
3. Maintain election records and term of Office history
4. Maintain files of Meeting minutes and correspondence

#### **V.5.4 Church Liaison**

1. Provide communication between the Sudbury Savoyards and the SUMC
2. Provide representation at the monthly meetings of the SUMC
3. Submit the annual report (as prepared by the Chairman) for inclusion in the SUMC annual report

### ***V.6 Section: Vacancies on the Board of Trustees***

Any vacancy or vacancies in the Board, resulting from any cause other than the expiration of term of Office, may be filled for the remainder of the term by a member to be chosen by the Board.

To be eligible, a person must have been eligible for nomination at the time of the most recent election and must not have served as a Trustee during the current fiscal year.

### ***V.7 Section: Vacancies in the Offices***

Chairman: a new Chairman will be elected by the Board from the remaining Trustees.

Treasurer, Secretary, or Church Liaison: a new Treasurer, Secretary, or Church Liaison will be elected by the Board from the remaining Trustees. If any of these Offices cannot be filled by a remaining Trustee, the Board may elect the Officer from the general membership.

### ***V.8 Section: Regular Meetings***

Regular Meetings of the Board shall be held monthly at a regular time to be determined by the Board.

### ***V.9 Section: Special Meetings***

Special Meetings of the Board for any purpose or purposes may be called at any time by the Chairman or by any four Trustees.

Notice of the time and place of Special Meetings shall be provided to each Trustee at least five days prior to the time of the holding of the Meeting.

### ***V.10 Section: E-Mail or Telephone Consensus***

A consensus of the Board may be obtained by **E-Mail or** telephone, subject to confirmation at the next Board meeting.

### ***V.11 Section: Quorum***

A quorum for conducting business at any Regular or Special Meeting **or E-Mail Consensus** or Telephone Consensus shall be four Trustees. Only Trustees present at a Meeting shall be allowed to vote on the business before that Meeting

### ***V.12 Section: Removal***

A Trustee may be removed from the Board, for cause, by the vote of a majority of the Trustees.

### ***V.13 Section: Compensation***

The Trustees shall receive no compensation for their services as such.

## **VI Article: MEMBERSHIP MEETINGS**

### ***VI.1 Section: Annual Meeting***

The Annual Meeting must be called by the Board prior to the end of the fiscal year. Time and location of the Annual Meeting shall be publicized at least one month in advance.

### ***VI.2 Section: Special Meetings***

Special Meetings of the membership may be called at the discretion of the Board.

### ***VI.3 Section: Quorum***

A quorum for conducting business at any Membership Meeting shall be twenty members.

### ***VI.4 Section: Attendance***

All Membership Meetings shall be open to the public.

## **VII Article: COMMITTEES**

Operating committees may be appointed from time to time by the Chairman with the approval of the Board to carry out the business of the Organization. Members of such committees need not be members of the Board. The rights and duties of said committees shall be prescribed by the Chairman as the committees are appointed or by the Board as the committees are approved.

## **VIII Article: FINANCES**

### ***VIII.1 Section: Fiscal Year***

The fiscal year of the Organization shall be May 1 to April 30.

### ***VIII.2 Section: Income***

Income is primarily from, but not limited to, the sale of tickets to the productions, playbill advertisements, patron / sponsor contributions, and whatever grants the Organization may receive.

### ***VIII.3 Section: Dues***

The Organization shall not assess dues.

### ***VIII.4 Section: Disbursement of Proceeds***

The proceeds of each production, minus a specific amount reserved for startup expenses for the next production, shall be donated to the SUMC for its Outreach Program.

## **IX Article: AMENDMENT OF BYLAWS**

### ***IX.1 Section: Proposal of Amendments***

Amendments to these Bylaws may be proposed by any Trustee or by petition of ten or more members of the Organization.

### ***IX.2 Section: Board Approval of Amendments***

All proposed amendments must first be approved by a majority vote of the Board.

### ***IX.3 Section: Membership Approval of Amendments***

All proposed amendments must be approved by a yes vote on two-thirds of the ballots cast at the Annual Meeting following approval by the Board.

## **X Article: ADOPTION OF BYLAWS**

These Bylaws shall be effective upon approval by a two-thirds vote of the general membership present at a Special Meeting called for such purpose.

## **XI Article: DISSOLUTION**

Dissolution of the Organization shall be effective upon approval by a two-thirds vote of the general membership present at a Special Meetings called for such purpose. Upon dissolution, all assets shall be distributed to the SUMC.