

# FOOTLITE MUSICALS, INC.

## BYLAWS

*Revised 1994 Amended 2004*  
*Amended 2007 Amended 2011*  
*Amended 2013 Amended 2014*  
*Amended 2018 Amended 2023*  
*Amended 3/22/2025*

### ARTICLE I

#### Name

The name of this corporation shall be Footlite Musicals, Inc.

### ARTICLE II

#### Purposes

The purposes for which it is formed are as follows:

- A. to produce musicals and/or other dramatic offerings; and
- B. to provide education and training of persons interested in theatre through practical experience and programs in the various phases of dramatic and musical theatre.

### ARTICLE III

#### Membership

##### Section 1 Eligibility and Benefits

- A. Any person, without restriction, is eligible for membership.
- B. All members may attend, state opinions and participate in any function sponsored by the corporation, unless they have been banned from participation.
- C. All members shall receive periodic mailings/newsletters, notices of all meetings, and other announcements. These may be via electronic or print media.

##### Section 2 Membership Classifications

###### A. Voting Membership

1. Individual – An individual member is a person who has attained the age of eighteen (18) and has paid annual dues as determined by the membership.
2. Life – A life member is a person who has made a one-time payment as determined by the Board of Directors. If a life member fails to vote at any membership meeting, their membership shall not be counted toward quorum.

###### B. Non-Voting Membership

An associate member is a person who has paid annual dues and has elected associate member status. An associate member shall not have the right to vote.

##### Section 3 Membership Dues

- A. The amount for annual membership dues shall be set by the Board of Directors.
- B. Memberships are valid on receipt of dues paid and continue for one year from the date of payment.

### ARTICLE IV

#### Board of Directors

##### Section 1 Officers and Directors

- A. The Board of Directors shall consist of four (4) officers: President, Vice President, Treasurer, and Secretary, and a number of directors elected at-large that will number between five (5) and eleven (11), inclusive.
  - 1. This number can fluctuate from term to term.
  - 2. This number will be determined by the nominating committee
- B. If the current President is not re-elected, they shall serve as a President Emeritus for the succeeding term. The President Emeritus will participate in executive committee meetings to enable a smooth transition of power and responsibilities.
- C. The officers shall be elected by the Board from within the Board.
  - 1. Anyone elected to an officer position must have served on the Board for at least one full year.
  - 2. Election of officers will be staggered with the President and Secretary being elected in the odd years and Vice President and Treasurer in even years.
  - 3. In the event that an open officer position is filled by an existing officer that results in a new officer vacancy outside of the normal election term, the vacancy shall be filled and the newly elected officer will complete the existing officer's term.
- D. The term of office shall be for two (2) years beginning on July 1.
  - 1. A person may serve up to three (3) consecutive terms in a particular board position.
- E. Conflict of Interest –
  - 1. Any officer or director of the corporation who provides a service or product for payment must present a proposal stating the details of the arrangement that will then be voted upon by the Board of Directors.
  - 2. Immediate family members shall not serve on the board at the same time. This includes parents, spouses, siblings, children, aunts, uncles, and cousins.
  - 3. The board of directors has adopted a conflict of interest policy, signed by every director and on file in the corporate records.

## Section 2 Elections

- A. The Nominating Committee shall recruit eligible, qualified and interested persons to run for the Board of Directors, both as potential officers and directors at-large.
  - 1. The Nominating Committee shall consist of five (5) members, of which exactly one (1) member shall be a member of the Board of Directors and the remaining four (4) members shall be elected by the membership.

The board member shall be the chairperson.

2. Members of the Nominating Committee are not eligible to run for office in the upcoming election,.
  3. If a member of the Nominating Committee wishes to run for office, they shall submit their resignation in writing to the committee two (2) months prior to the deadline for applications.
  4. The vacancy shall be filled by the Board of Directors.
  5. The duty of the nominating committee is to find the best candidates for director at-large positions.
- B. The committee shall solicit nominees from the voting membership.
1. Prospective candidates shall give permission for nomination by submitting the requested written notification to the committee no later than six (6) weeks prior to the Election Meeting date as set by the Board of Directors.
  2. The Nominating Committee shall have the nominations published and sent to the membership, either by U. S. Mail or electronically, no less than two (2) weeks prior to the Election Meeting. Brief biographical information about each nominee shall be included.
  3. Nominations from the floor will be accepted if the person is a member and meets the qualifications herein.

### Section 3 Qualifications

- A. No person shall be elected to serve in a director at-large position of the corporation unless that person has paid their dues by the earlier of the deadline announced by the Nominating Committee or eight (8) weeks prior to the election.
- C. No person shall hold more than one office of the corporation concurrently.

### Section 4 Elections

- A. Election of directors at-large shall be by simple majority of the voting members in attendance either in person or by absentee ballot in the manner set forth in writing by the Board of Directors, or by an electronic voting system.
- B. All voting shall be completed by secret ballot. When there is but one candidate for an office, the Secretary may be directed to cast a vote by acclamation.
- C. The Nominating Committee shall present the qualifications for each candidate nominated for office to the membership at the Election Meeting. for those.
- D. Election of directors at-large shall be accomplished by grouping all candidates on one ballot.
  1. Each member shall vote for up to the number of director positions available.
  2. Candidates receiving a simple majority of votes cast shall be elected.
  3. The candidate receiving the least number of votes shall be eliminated from any necessary succeeding ballot.

### Section 5 Vacancies

- A. Vacancies occurring on the Board of Directors may be filled by the Board of Directors.
  1. A vacancy is defined as either i. having been created by the departure or impeachment of an existing Board member, or ii. if the number of Board members is below the allowable maximum number AND the Board of Directors determines that there is an unmet need.

2. An officer or director at-large elected to fill a vacancy shall serve the remainder of the unexpired term of the departing officer or director at-large if replacing an existing Board member, or shall serve until the next election if not replacing an existing Board member.
  3. The membership will be notified in writing within thirty (30) days when a vacancy has occurred.
  4. If the board decides to fill the vacancy, the membership will be notified within sixty (60) days of appointment of the new Board member.
- 1) Board members must attend a minimum of 8 scheduled board meetings annually and miss no more than 2 consecutive meetings. A board member who misses 3 consecutive meetings will be deemed to have vacated their position. If a board member is unable to attend a board meeting, they must notify the President and/or Secretary as soon as possible. Board members participating in shows at Footlite or other theaters must include board meetings in their schedule conflicts. ■
- B. Any member of the Board of Directors who shall not have paid annual dues within 60 days of expiration and having received notice of the expiration shall be deemed to have resigned from the Board, and their position shall be deemed vacant.

## Section 6 Impeachment

- A. Any voting member may initiate action to impeach a member of the Board of Directors.
1. A signed statement of probable cause must be submitted to each member of the Board of Directors.
  2. Within thirty (30) days the Board of Directors must decide the validity of the charges.
  3. A simple majority of confirming votes are required to determine that the charges are valid.
  4. Impeachable offences may include but are not limited to:
    - a. Undisclosed or unresolved conflicts of interest
    - b. Violation of the Board of Directors Code of Conduct
- B. If the Board of Directors decides that the charges are not valid, then they must respond to the initiator in writing.
1. The initiator may then resubmit the statement with the signatures of twenty-five (25) voting members to the Board of Directors.
  2. The Board of Directors must then initiate impeachment proceedings as defined by parliamentary rules adopted by the corporation.
- C. If the Board of Directors decides that the charges are valid, then the Board shall request that the member charged submit his/her resignation. If the member charged does not resign, then the Board of Directors shall initiate impeachment proceedings as defined by parliamentary rules adopted by the corporation.
- D. Any director may be suspended or removed, without cause by vote of two-thirds of the directors then in office, provided such director shall be given reasonable notice and an opportunity to be heard before such action is taken. The director may be removed only at a "special" meeting called for the purpose of removing the director. The meeting notice must state that the purpose of the meeting as the proposed removal of the director.

## Section 7 Duties

- A. President
1. The President shall preside at all membership meetings and meetings of the Board of Directors.
  2. They shall announce the agenda for each regular and annual meeting.
  3. They shall appoint all committee chairs except the Nominating Committee.
  4. They shall be an ex-officio member of all committees except the Nominating

Committee.

5. They shall have such powers of supervision as may pertain to the office of President and perform such other duties as may be designated by the Board of Directors.
6. The President, acting in their capacity as chairman of the meetings shall not exercise

their right to vote as a voting member of the corporation, unless their vote is needed to break a tie or obtain the needed majority.

7. The President shall designate a Board Liaison for each production.

#### B. Vice President

1. The Vice President shall, in the absence of the President, assume the powers and perform all the duties of that office.
2. In case a vacancy occurs in the office of President, the Vice President shall immediately succeed to the office of President, and the Board of Directors shall elect a Vice President.

#### C. Secretary

1. The Secretary shall record the minutes of all meetings of the Board of Directors and all membership meetings.
2. They shall keep a register, or roll, of the voting members and shall call the roll when requested by the presiding officer.
3. They shall notify the Board of Directors of meetings and shall notify the voting members as prescribed elsewhere herein.
4. They shall perform such other duties as the President and the Board of Directors may designate.
5. All reports to the Board of Directors or to the membership shall be incorporated into the minutes of the meeting at which they were presented.

#### D. Treasurer

1. The Treasurer is responsible for the financial oversight of the corporation.
2. The Treasurer may engage external service providers, staff, and a finance committee in the completion of tasks outlined in the Financial Administration section, but the Treasurer has ultimate responsibility and oversight. The Treasurer presents written financial statements to the Board of Directors at regularly scheduled meetings and a final annual financial statement to the membership at the annual meeting.
3. Upon request, the Treasurer shall make copies of financial statements and tax records available to the public.
4. They shall be bonded in an amount determined by the Board of Directors, at the organization's expense.

#### E. Directors At-Large

1. The directors at-large shall share, with the officers of the corporation, the responsibility of transacting corporate business between general meetings.
2. The directors at-large shall assume the responsibility for supervision with regards to projects, policies, overall co-ordination, and development of the corporation.
3. The directors at-large are subordinate to the corporation and must abide by constitutional rulings as they relate to the Articles of Incorporation and the bylaws of the corporation.

**ARTICLE V**  
Committees

Section 1 Committee  
Involvement

- A. Members may volunteer to serve on committees.
- B. Non-members may volunteer to serve on any committees except Nominating, Show Selection, and Bylaws.
- C. No person who has been banned by the organization may serve on committees.

Section 2 Standing Committees

- A. The standing committees, and the purpose of each, shall include but not be limited to, the following:
  - 1. Executive – made up of the four (4) officers, the President is the chair.
  - 2. Nominating – duties outlined elsewhere herein.
  - 3. Show Selection A Show Selection Committee chairperson shall be appointed by the President.
    - (i) This committee shall number no less than five (5) members, and all members of the committee shall be voting members of the organization.
    - (ii) No members of the Show Selection Committee shall be prospective directors or producers for the proposals submitted.
    - (iii) This committee shall present to the Board of Directors a recommended slate of shows.
      - 1. The committee shall solicit proposals from prospective directors for productions they wish to do.
      - 2. Prospective directors shall submit a list of staff members who have given their permission to be included on the list.
      - 3. The committee shall research and read each script.
      - 4. The committee shall interview the directors. They may interview other staff if requested by the director or the committee.
      - 5. The committee shall recommend the shows and directors (with their staffs) for each of our mainstage shows, and the Young Artists.
    - (iv) The Children’s Workshop/Summer Camp and other educational programs are exempt from this process and are chosen by the Board of Directors.
- B. Each standing committee shall record its standing operating procedures and accomplishments in a report to the Board at the end of the fiscal year.
  - 1. This report will be passed on to the following year’s committee.
  - 2. Specific duties for each committee will be detailed by the President at the beginning of the year.
- C. Committees shall keep minutes of meetings and provide reports to the Board of Directors.

Section 3 The President shall create additional committees as may be necessary. Specific duties will be detailed by the President at the creation of the committee. The provisions above for Standing Committees also apply to these ad hoc committees.

**ARTICLE VI**  
Meetings

Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such

times as the Board shall determine. One regular meeting each year shall be designated by the Board as the Annual Meeting of the Board of Directors.

Special Meetings. Special Meetings of the Board shall be held when called by the President or Vice-President or by any three directors. Meetings may be by teleconference.

Notices. Reasonable advance notice of all meetings of the Board shall be given to all directors. Such notice shall be deemed sufficient if given by telephone or email at least 12 hours in advance of a meeting or if given by mail at least 48 hours in advance of a meeting.

Quorum for Board Meetings. At any Board meeting one-half (1/2) of the elected directors then in office shall constitute a quorum.

Voting. Each director shall have one vote. When a quorum is present at any board meeting, a simple majority of the votes cast by directors present shall decide any question unless otherwise provided by these Bylaws.

#### Section 6 Quorum for membership meetings

A quorum of twenty-five percent (25%) of the voting members must vote in the election of board members, by any method authorized herein. If there is not a quorum, the current Board stays in place and another meeting must be held within 60 days.

**ARTICLE VII**  
Financial Administration

Section 1 Fiscal Year

The fiscal year will commence on the first day of July each year.

#### Section 2 Contracts and Indebtedness

Authority to enter into contracts, whether general or confined to special instance, may be extended to an officer or officers, agent or agents, by the Board of Directors only. No evidence of indebtedness shall be issued in the name of the corporation unless authorized by the Board of Directors.

#### Section 3 Audits

- A. A formal audit by an independent source may be conducted as deemed necessary by the Board of Directors.
- B. The results of all audits shall be made public to the membership.

#### Section 4 Records

All financial records of the corporation shall be made public to the membership upon request.

#### Section 5 Taxes & Filings

- A. The Treasurer or their designee, either the Finance Committee or an external service provider, shall file tax and official filings as are necessary to maintain the tax-exempt status including but not limited to:
  - a. 990
  - b. 1099s
  - c. Compilation Report
  - d. Annual Business Entity Report
  - e. Sales Tax
  - f. Food and Beverage Tax

#### Section 6 Cash Custodian

The Treasurer or their designee shall be the custodian of all monies, shall deposit them at a bank designated by the Board of Directors, and shall disburse the same only upon written evidence.

#### Section 7 Investments

The Treasurer may oversee a Finance Committee to review draft and update an investment policy, interview fund advisors, and recommend investment management strategies to the board of directors for approval and review investment performance annually if there are financial investments.

#### Section 8 Capital Campaigns

The Treasurer shall oversee capital campaigns and establish procedures for the safeguarding and collection, separation, investment, distribution and reporting of capital campaign funds.

### **ARTICLE IX**

#### **Advisory Board**

An Advisory Board may be appointed by the Board of Directors as deemed necessary. The Advisory Board's purpose is to advise the corporation on matters relating to finance, personnel, advertising, business administration, and/or other related corporate operational activities.

**ARTICLE X**  
Parliamentary Procedure

Section 1 Rules of Order

Roberts Rules of Order (most recent edition) shall govern the proceedings of the Corporation.

Section 2 Parliamentarian

the President may appoint a parliamentarian as deemed necessary.

**ARTICLE XI**  
Nonprofit Status - Legal Relationship to Other Nonprofit Corporations.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue of 1986 as amended or the corresponding

provisions of any future United States Internal Revenue law ("Code") and the Treasury Regulations promulgated thereunder ("Regulations"). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), Section 2522 and Section 2106(a)(2).

#### Dissolution

These Bylaws may be amended, except for terms required to maintain 501(c)3 status, in accordance with the procedures herein.

- a) However, failure to abide by the terms of the Bylaws in effect shall be grounds for dissolution of the Corporation.
- b) Any member of the Board of Directors may call for a special meeting to dissolve the Corporation.
- c) The Corporation must provide written notice to the Directors of any meeting at which dissolution is proposed.
- d) Dissolution requires a quorum of 2/3 of the then elected Directors and a unanimous vote of those Directors is required to dissolve the Corporation.
- e) In the event of the complete liquidation, dissolution of the Corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such Corporation or Corporations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt Corporation or Corporations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such Corporation or Corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### **Amendments**

Amendments to the bylaws shall be accomplished at any regular or annual meeting by a two-thirds (2/3) vote of members, provided the amendment and/or rule was submitted to the members in writing two (2) weeks in advance of the meeting.