

**BYLAWS of the  
AMERICAN ASSOCIATION  
of COMMUNITY THEATRE**

(An Illinois not-for-profit corporation.)

Effective as of February 1, 1986; Revised February 23, 2019

**Article 1 - Name**

The name of the corporation is "American Association of Community Theatre."

**Article 2 - Mission**

The mission of the American Association of Community Theatre is to Help Theatres Thrive.

**Article 3 - Offices**

AACT shall maintain in the State of Illinois a registered office and a registered agent at such office.

**Article 4 - Fiscal Year**

The fiscal year of AACT shall begin on September 1 of each calendar year and end on August 31 of the following calendar year.

**Article 5 - Dissolution**

Dissolution of AACT shall occur upon an affirmative vote of three-quarters (3/4) of the Board of Directors and must be in full accordance with state and federal statutes for nonprofit corporations.

**Article 6 - Membership**

**Section 6.1 - Members.** Members shall be those individuals, organizations, firms, and corporations who support the purposes of AACT and have met the membership requirements.

**Section 6.2 - Voting Rights.** After thirty (30) days of continuous membership, each member shall be entitled to one vote on each matter submitted to vote of the Members.

**Article 7 - Meetings of Members**

**Section 7.1 - Annual Meeting.** An annual meeting of the Members shall be held at such place and time as the Board of Directors shall designate.

**Section 7.2 - Special Meetings.** Special meetings of the Members may be called and the time, place, and purpose of such meetings designated either by the President, by the Directors, or by not less than five (5)% of the Members.

**Section 7.3 - Notice of Meetings.** Notice stating the place, date, and hour of any meeting of the Members shall be delivered to each member forty-five (45) days before the date of such meeting. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

**Section 7.4 - Quorum of Members.** Twenty-five (25) members present or represented by proxies shall constitute a quorum for the transaction of business at any meeting of the Members.

**Section 7.5 - Proxies.** Each Member entitled to vote in a meeting of Members may authorize a person to act on behalf of the Member. Proxies must be submitted as specified in the Operations Manual.

**Article 8 - Board of Directors**

**Section 8.1 - General Powers.** The affairs of AACT shall be managed by its Directors.

**Section 8.2 - Number.** The number on the Board of Directors shall be no less than twenty-seven (27) and no more than thirty-three (33). All Board of Directors members shall be individual members of AACT.

**Section 8.3 - Members at Large.** Members at Large shall be elected by the membership for three (3)-year terms on a staggered basis. Each Member at Large shall assume office upon the close of the annual meeting of Members next succeeding his/her election. No person may be elected as a Board member for more than three consecutive terms, nor serve more than eleven (11) consecutive years. A vacancy in office of Member at Large may be filled by appointment by the President.

**Section 8.4 - Regional Representatives.** All Region Representatives' board service shall adhere to all rules and obligations of Board Members at Large.

**Section 8.5 - Regular Meetings.** The Board shall hold at least one (1) regular meeting each year. Notice stating the place, date, and hour of any meeting of the Board shall be delivered to each member forty-five (45) days before the date of such meeting.

**Section 8.6 - Special Meetings.** Special meetings of the Board may be called by or at the request of the President or one-third (1/3) of the Directors.

**Section 8.7 - Notice.** Notice of each special meeting of the Board shall be given at least fourteen (14) days prior thereto by written notice to each; provided that if an emergency exists requiring shorter notice, and the existence of such emergency is confirmed by the Board at such meeting, the notice may be given not less than two (2) days prior thereto.

**Section 8.8 - Quorum.** One-third (1/3) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 8.9 - Absence from Meetings.** The third consecutive absence of a Director from a duly noticed Board meeting shall remove the Director from the Board. Attending a Board meeting electronically does not meet the attendance requirement of this section, with presidential discretion allowed. In filling the vacancy created, the President may appoint the same individual to fill the unexpired term.

**Section 8.10 – Removal from the Board.** Any member of the Board of Directors whose actions are found detrimental to AACT may be removed from the Board by a vote of three-fourths (3/4) of the entire Board.

**Section 8.11 - Compensation.** Directors shall not receive any compensation for their services.

### **Article 9 - Officers and Their Duties**

**Section 9.1 - Officers.** The officers of AACT shall be President, Executive Vice President, Vice President for Festivals, Secretary, and Treasurer. Offices are to be elected by the Board of Directors from among its members.

**Section 9.2 - Term of Office.** Officers shall be elected to one (1)-year terms. Officers shall assume office upon election. Officers serve at the pleasure of the Board of Directors. They may be re-elected annually, up to their term limits as board members.

**Section 9.3 - Vacancies.** In the event of an Officer vacancy, the Board of Directors may elect a successor to serve the unexpired term.

**Section 9.4 - Duties of Officers.** The duties of the officers shall be defined in the Operations Manual of AACT, consistent with the title of each position, and shall include duties as specified in other parts of these bylaws and other duties as may be assigned from time to time by the President or the Board.

**Section 9.5 – Removal from Office.** Any officer of the Board of Directors whose actions are found detrimental to AACT by a vote of three-fourths (3/4) of the entire Board of Directors at any meeting of the Board, shall be removed from that office. An election shall be held by the Directors immediately to fill the vacancy. Removal from office does not constitute automatic removal from the Board of Directors.

### **Article 10 - Regions and Regional Representatives**

**Section 10.1 - Regions.** The Board may designate regions.

**Section 10.2 - Regional Representatives.** Each region shall be represented on the AACT Board by a Regional Representative selected as follows:

(a) By the region's theatre association in accordance with AACT policy.

(b) In each region where there is no regional theatre association or the regional association allows the Regional Representative position to remain vacant for ninety (90) days or more, the AACT President shall appoint a Regional Representative for a term of up to three (3) years.

### **Article 11 - Executive Committee**

**Section 11.1 - Composition.** There shall be an Executive Committee of nine (9) members consisting of the five (5) officers, Education Committee Chair, and three (3) additional Board members elected annually by the Board.

**Section 11.2 - Duties.** It shall be the duty of the Executive Committee to transact the business of the Board when not in session.

**Section 11.3 - Quorum.** Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

#### **Article 12 – Committees**

**Section 12.1 - Nominating Committee.** The Nominating Committee shall consist of six (6) AACT Members who shall be appointed by the president for staggered three (3)-year terms . The Committee shall select its chair from among its members. Members of the committee shall not be eligible to succeed themselves. A vacancy on the Nominating Committee shall be filled by appointment by the President until the next election.

**Section 12.2 - Festival Committee.** The Festival Committee shall oversee AACT's Festival program and recommend changes in rules and policies. The Committee shall be chaired by the Vice President for Festivals.

**Section 12.3 – Education Committee.** The Education Committee Chair shall be appointed by the President from among the members of the Board. Such appointment shall be confirmed by the Board.

**Section 12.4 – Endowment Committee.** An Endowment Committee of nine (9) AACT members shall be appointed by the president for staggered three (3)-year terms and shall select its chair from among its members. Members of the Committee shall not be eligible to serve more than three (3) consecutive full terms. A vacancy on the Endowment Committee shall be filled by appointment by the President until the next election. The Committee shall recommend to the Board investment and disbursement policies for the Endowment Fund which require three-quarters (3/4) approval of both the Endowment Committee and the entire Board in a manner established by the Board.

**Section 12.5 - Other Committees.** The President shall establish or dissolve other committees not specified by the bylaws as he/she deems necessary to carry out the work of AACT.

**Section 12.6 - Committee Appointments.** The President shall appoint the chair of each committee for which such appointment is not otherwise provided by the Bylaws or the Operations Manual. Such chairs shall serve at the pleasure of the President.

#### **Article 13 - Nominations & Elections**

**Section 13.1 – Nominations.** The Nominating Committee shall present a preliminary slate for annual elections of Members at Large to the Board of Directors.

**Section 13.2 - Elections.** Elections will be conducted by a method approved by the Board.

#### **Article 14 - Staff**

The Board may delegate the operations of the organization, or a portion thereof, to a paid staff. The chief staff person shall serve as a non-voting officer of the corporation and shall be responsible for selection and supervision of all other staff.

#### **Article 15 - Rules of Order**

The meetings of the Members, the Board, and the Executive Committee shall be governed by the latest revised edition of *Robert's Rules of Order*.

#### **Article 16 - Amendments**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board. Such action may be taken at a regular or special meeting of the full Board for which written notice of the purpose has been given. Approval of amendments requires three-quarters (3/4) of the entire Board.