

**EASTERN MASSACHUSETTS ASSOCIATION OF COMMUNITY THEATRES,
INC.**

By-Laws

Amended June, 2020

ARTICLE I: Name

The name of the organization shall be the Eastern Massachusetts Association of Community Theatres, Inc. (hereinafter referred to as EMACT).

ARTICLE II: Purpose

A. The purpose of EMACT shall be to foster and encourage all community theater activities in Eastern Massachusetts under Chapter 180 Section 4A of Massachusetts corporations by means of, not limited to, such activities as:

1. Education - Educate our membership, other organizations and individuals by providing events and programs of instruction.
2. Support - Provide members and member organizations with necessary services
3. Communications and Networking - Provide our membership, other organizations and individuals with information and access to resources and activities

B. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in section 501(c)(3) of the Internal Revenue Code of 1954.

C. No part of the new earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individuals (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

D. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III: Membership

A. Eligibility:

Membership in EMACT shall be open to all Community Theatres, individuals, and or families, and any other organization interested in promoting theater arts in the eastern part of Massachusetts, contingent upon payment of annual dues.

B. General Membership Meetings:

1. The Annual Meeting for the election of officers, presentation of reports and such similar business shall be held in the month of June each year. All members shall be notified by mail of the date, time, place and the agenda of the Annual Meeting at least three weeks before the date of the meeting.
2. Special Meetings of the membership may be called by the Board of Directors or by written request of any five members made to the Recording Secretary, and shall be held at such times and for such purposes as may be specified in the notice of such meetings. All members shall be notified by mail of the date, time, place and the agenda of a Special Meeting at least three weeks before the date of the meeting.

3. The establishment and voting power of different classes of membership (e.g. organizations, Individuals, Families) shall be established by the Board of Directors. A simple majority of votes cast by members present at a meeting shall be sufficient for the passage of a measure.

ARTICLE IV: Board of Directors

A. Composition:

The Board of Directors shall consist of a President, Vice President, Treasurer, Secretary, Membership Director, Marketing Director, Education Director, DASH Program Director and may include DASH and Festival Coordinators and the immediate past president in the year directly following his/her presidency.”

B. Powers:

The Board of Directors shall manage and direct the business and affairs of the corporation. It shall establish all special committees and appoint the chairpersons thereof.

C. Terms:

The Board of Directors shall be elected Bi-annually, with half of the board being elected each year. The term of each member of the Board of Directors shall begin on July 1 and continue for two years. A term limit of two consecutive two-year terms shall be observed for all other board positions.

D. Elections:

1. The President shall annually appoint a Chairman of the Nominating Committee, who shall whenever possible be a retiring member of the Board of Directors, the Chairman shall select two members, not currently serving on the Board of Directors, to serve as the Nominating Committee,

which shall present a slate of nominees for election.

2. The Membership Secretary shall mail with the notice of the Annual Meeting a list of all nominations made by the Nominating Committee, further nominations may be made and seconded from the floor at the Annual Meeting, and they shall be elected by ballot.
3. In even numbered calendar year elections, the following officers shall be elected: President, Treasurer, Education Director, one (1) DASH Coordinator and one (1) Festival Coordinator.
4. In odd numbered calendar year elections, the following officers shall be elected; Vice President, Secretary, Membership Director, one (1) DASH Coordinator and one (1) Festival Coordinator.
5. Vacancies occurring on the Board of Directors during the year may be filled by the Board to finish that term and be re-elected at the appropriate time as indicated above.

E. Absence from Meetings:

If a member of the Board of Directors is absent from more than half of the regularly scheduled meetings of the Board in any six month period, or from any three consecutive meetings of the Board, the Board may vote that he/she shall be deemed to have resigned from the Board, after the Recording Secretary has informed the delinquent Board member of this action, the Board may proceed to fill the vacancy in accordance with the provisions of Section IV D 1 above.

F. Duties of Officers

1. **President:** shall preside at all meetings of the general membership and all meetings of the Board of Directors; shall provide direction, leadership and focus consistent with the organizations stated purpose; and shall perform any such other duties as required by the Board of Directors.

1. **Vice President:** shall perform the duties of the President in the President's absence; shall serve as ex-officio member attending all special committees, except the Nominating Committee, and shall perform any such other duties as required by the Board of Directors.

Secretary: shall keep a full record of the proceedings of the corporation, report at each meeting, and hold all papers; shall keep a full record of the meetings of the Board of Directors and shall distribute copies of these minutes to the general membership as required by the Board of Directors; shall maintain a Record of Motions to accompany these bylaws. This record shall contain any vote of the Board of Directors or vote at a General Membership Meeting that sets precedent or governs future actions. Such record shall be maintained and categorized for administrative and historical record; and shall perform other such duties as may be required by the Board of Directors.

2. **Treasurer:** shall keep accurate books and shall report thereon at each meeting of the Board of Directors and of the Membership; shall maintain bank accounts in the name and for the use of EMACT; shall be responsible for all deposits of income into such accounts; shall be responsible for all State and Federal tax and corporate filings on behalf of EMACT; shall monitor all investments and accounts and report their status at each meeting of the Board of Directors; and shall perform any such other duties as required by the Board of Directors.

Membership Director: shall maintain accurate mailing and membership lists; shall be responsible for all applications for membership; shall perform such other duties as may be required by the Board of Directors.

3. **Education Director:** shall be responsible for all educational programs including, but not limited to, ETC, workshops, publications, and guest speakers; and shall perform such other duties as may be required by the Board of Directors.
4. **DASH Director:** shall be responsible for establishing an approach to annual DASH activities based on Board approval; he or she shall establish an annual to committee of no less than two (2) volunteers to coordinate the DASH program; activities of the committee may include, but are not limited to: training new consultants, accepting and reviewing DASH applications, assigning consultants to shows, collecting and tallying ballots and all other duties pertaining to the successful implementation of a Board-approved Annual plan for the implementation of a DASH Program.”

Communications Director: shall be responsible for all correspondence of the corporation, except for the minutes; shall send out all requisite notices; shall be involved in promoting the organization on behalf of its existing members; shall work to promote the organization’s growth through marketing materials; shall perform such other duties as may be required by the Board of Directors.

Festival Coordinators: shall be responsible for all festivals and shall serve as the Chair for the Annual Community Theater Drama Festival; and shall perform such other duties as may be required by the Board of Directors.

5. Any member of the Board of Directors may appoint an assistant(s) with the advice and consent of the Board of Directors

G. Board of Director Meetings

a. The President must communicate the motion to all members of the Board of Directors requesting an answer.

b. Members of the Board of Directors shall communicate their vote to the President.

c. A 2/3 vote is required for the motion to pass.

d. If a 2/3 vote cannot be reached or additional discussion is needed, the President shall table the discussion until the next Board of Directors Meeting or schedule a Special Meeting to consider the issue or need.

e. Any Emergency Consent decision must be entered into the minutes of the next Board of Directors Meeting.

1. The Board of Directors shall meet on a regular basis, to conduct the regular business of the organization.
2. A quorum shall consist of a majority of the members of the Board of Directors.
3. Decisions shall be made by a majority vote of those members present.

4. The general Membership may attend board meetings and speak, but shall not vote. However, the Board may poll attending members before voting.
5. Emergency Consent: Any issue or need requiring a vote of the Board of Directors before the next scheduled Board of Directors Meeting shall be presented as a motion to the President.
6. Meeting shall be conducted according to Robert's Rules of Order.

ARTICLE V: Amendments

These By-laws may be amended by a two thirds (2/3) vote of the general membership present at an Annual Meeting or a Special Meeting, provided notice of proposed action has been mailed to each member at least three (3) weeks prior to the meeting.

ARTICLE VI: Disclaimer

The directors and officers of the organization shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for payment of any debt, damages, judgments or decrees, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE VII: Governance

The rules contained in these By-laws shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Constitution of this organization.

ARTICLE VIII: Dissolution

EMACT may be dissolved by a two thirds (2/3) vote of the general membership present at an Annual Meeting, provided such notice of the proposed dissolution has been mailed to each member at least three (3) weeks prior to the meeting. Upon dissolution, its assets shall be sold and the proceeds of such sale together with any remaining finds shall be distributed exclusively for the purposes of the organization in such manner or to such organization and operated exclusively for charitable or educational purposes falling under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.