

Appendix C: AATE Bylaws

Bylaws of The American Alliance for Theatre and Education

These Bylaws have been approved by a majority of the membership in attendance, representing a minimum of 10 percent of the total AATE membership, at the annual meeting dated: 7/28/13.

Article I - Purpose

1. Nonprofit status: The American Alliance for Theatre and Education (AATE) shall operate as nonprofit organization incorporated under code 501(c)(3) of the Internal Revenue Service.
2. Purpose: The American Alliance for Theatre and Education is organized for the purpose of connecting individuals and organizations in theatre and education.

Article II – Registered Office

1. AATE shall maintain a registered office and a registered agent at such office and may have other offices as an association of members.

Article III – Membership

1. Membership: A person or organization becomes an AATE member upon payment of dues and remains active for a period of 12 months. AATE members have voting privileges and receive publications and other benefits as determined by the Board of Directors. From time to time, the Board of Directors may designate other types of memberships that may or may not receive the same benefits as above.
2. Member Classification and Dues: The AATE Board of Directors shall determine AATE membership classification and dues
3. Transfer of Membership: AATE membership shall not be transferable or assignable, except in the case of an organization, in which a transfer may be made from one representative to another within that organization.
4. Annual Meeting: There shall be an annual AATE membership meeting held at a time and place determined by the Board of Directors. A minimum 30-day notice shall be given.
5. Proxy Vote: Voting by proxy is not permitted.
6. Resignation: Any AATE member may resign by not paying membership dues.

Article IV – The Board of Directors

1. Purpose of the Board: The affairs of AATE shall be managed by the Board of Directors (the Board). The purpose of the Board is to represent and act in support of the needs and interests of the AATE membership.

2. Board Role, Size, and Compensation: The Board shall set policies, determine procedures and delegate responsibility of operations. The Board shall consist of members of AATE. Neither the Board as a whole, nor individual Board Members, shall receive compensation for services rendered to the organization.

3. Board Elections: The members of the Board shall be elected by AATE members who have submitted ballots by a deadline determined by the Board. The President of the Board may appoint an AATE member to fill a Board vacancy to complete an unexpired term.

A. Non-voting Ex-Officio board members may be selected from among the membership and appointed by the board.

4. Board Terms: Board Members serve two-year terms and are elected according to the following schedule:

Even Years

- Membership Director
- Programming Director, National
- Strategic Planning Director
- Development Director, Gifts
- Treasurer
- Advocacy Director

Odd Years

- Director of Networks and Special Interest Groups
- Programming Director, Regional
- Communications Director
- Development Director, Grants
- President-Elect
- Research & Scholarship Director
- Multicultural & Diversity Director

The President-Elect shall become President after a two-year term and as President shall serve a two-year term. The Immediate Past President shall serve a two-year term, following his/her term as President and shall retain the same voting rights as other Board Members. The term of office for each Board Member shall be two years from the date of the annual meeting of the membership in the year elected. Board Members are not to exceed two consecutive two-year terms in that position, except in special circumstances requiring a simple majority vote of the Board in support of an additional term. The board may add or delete director positions from time to time, at its discretion. Descriptions that clarify duties of each office are included in the board manual.

5. Quorum: A quorum of the Board for the transaction of business shall consist of a simple majority of the Board Members then in office. The Board may not transact business without a quorum present. Except for action requiring a super-majority (2/3) vote, action taken by the Board shall require a simple majority vote of the entire Board.

6. Board Meetings: Regular meetings of the Board may be held at the discretion of the Board, but there shall be at least three meetings during each fiscal year, one of which must be held at the time of the Annual Conference of AATE. At least 30 days prior notice shall be given to every Board Member for each Regular Meeting of the Board.

7. Special Meetings: Any two Board Members may call a Special Meeting of the Board for any purposes at any time. At least 14 days prior written, electronic or oral notice shall be given to every Board Member. The substance of the proposed meeting shall be stated with each notice. Any action taken at a special meeting requires a simple majority vote of the entire Board.

8. Action by Petition: Members may initiate Board action by calling a special meeting of the Board. A petition signed by at least 20% of the membership and requesting specific action is required.

9. Action Outside of Regular or Special Meetings: Any action which may be taken at a meeting of the Board may be taken without such meeting if the action is set forth in writing and signed by a majority of the Board.

10. Resignation: A Board Member may resign by submitting a written resignation to the Board stating the effective resignation date. Any Member who fails to attend three consecutive Board meetings without excuse accepted by the President shall be deemed to have resigned from the Board.

11. Removal of Board Members

a. Any Board Member may be removed from the Board with or without cause by a super majority vote (2/3 vote) at a meeting of the Board with a quorum. Such removal action can only take place if said action is an item on the agenda for that meeting.

b. AATE members may ask for the recall of a Board member by submitting to the AATE office a petition calling for a recall election with a minimum of 35% of AATE member

signatures. The recall election must take place within 60 days of receipt of the petition. A simple majority vote of the membership is required to remove a Board member from office.

12. Hiring and Oversight of the Employees: The Board may hire and discharge paid personnel (including, but not limited to employees and independent contractors) at its discretion, in accordance with approved personnel policies and applicable law. The Board shall determine the duties, responsibilities and compensation of paid personnel.

Article V – Standing and Other Committees

1. Standing Committees: Standing committees are permanent committees with specifically assigned responsibilities and will meet as needed. The board may create, at its discretion, standing committees to shape the goals of the organization.

2.

A. Finance Committee: The Finance Committee shall be responsible for overseeing development of and adherence to the budget, reviewing and monitoring internal tracking of funds, ensuring adequate financial controls, and participating as needed during the annual audit, subject to the direction and control of the Board.

B. Nominating Committee: The Nominating Committee shall be responsible for submitting to the membership a slate of candidates to the Board for election each year.

C. Audit Committee: The audit committee shall be responsible for working with the staff to prepare for and present an independent audit.

D. Executive Committee: The Executive Committee consists of the Officers of AATE, and may act in the place of the Board of Directors when authority is designated by the Board.

3. Other Committees: The Board may create ad hoc committees, special committees, working groups and task forces. Under the advisement of the Board the President shall appoint the chairs of other committees who shall select committee members.

Article VI - Finances

1. Contractual Authority: The Board shall limit permission of those who enter into contracts to the President, Executive Director, and/or Treasurer. Such authority may be general and for a specific purpose.

2. Financial Documents: Signers on checks and drafts of AATE shall include the President, Executive Director, and/or Treasurer. The President-Elect shall be approved to sign checks in the event that the President cannot.

3. Approval for Loans: All loans obtained by AATE shall be first approved by the Board.

4. Fiscal Year: The fiscal year of AATE shall be January 1 through December 31.

5. Budget: The Executive Director shall prepare a budget of the operations of AATE at least annually in conjunction with the Finance Committee. The board shall approve an annual budget.

6. Review of Records: Every member of the Association shall have the right to examine in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and financial records of AATE.

7. Reporting to the Membership: A detailed financial report shall be submitted to the Membership at the Annual Meeting.

Article VII – Loans to AATE Members and Employees

1. AATE shall not lend any of its assets to any AATE member or an employee. Any AATE member or employee who makes, or assents to, any such loan is jointly and severally liable for its repayment.

Article VIII – Indemnification of Board Members

1. Any person who at any time shall serve, or shall have served, as a member of the Board, employee, or volunteer of AATE and the heirs, executors, and administrators of such person, shall be indemnified by AATE in accordance with, and to the fullest extent permitted by, the provisions of Maryland law.

Article IX – Amendment of the By-Laws

1. Amendments to the By-Laws may take place only at the Annual Meeting where there is a minimum of 10% of total AATE membership in attendance. Amendments to the By-Laws must be approved by a simple majority of attending Members. Proposed amendments must be received by the membership not less than 30 days prior to the Annual Meeting.

Article X – Controlling Law

1. Except where specifically modified by the Articles of Incorporation or the By-laws, as amended, Maryland law shall control the operation of AATE.

Article XI – Dissolution

1. The dissolution of AATE shall only be granted after receiving a super majority vote (2/3) of the Board. Upon the dissolution of AATE all of its assets remaining after making provision for its liabilities shall be transferred and assigned to other 501(c)(3) organization or organizations as selected by the Board.