



BYLAWS OF THE DOWNRIVER ACTORS GUILD

Adopted May 18, 2010

Revisions:

August 12, 2013

July 20, 2015

September 12, 2016

April 08, 2019

BYLAWS OF DOWNRIVER ACTORS GUILD

ARTICLE I - NAME, PURPOSE

Section 1: The name of the nonprofit organization shall be Downriver Actors Guild, a/k/a DAG

Section 2: Downriver Actors Guild is organized exclusively for charitable and educational purposes, more specifically, to support and raise funds for the betterment of Community Theatre Downriver.

ARTICLE II – MEMBERSHIP

Section 1: Membership

- A person must be a member to participate in any activity with DAG, including, but not limited to; Actors, Actresses, Directors, Producers, show staff, and others. At the discretion of the Board of Directors, non-members may be utilized for other DAG activities. Membership
- A person can become a member by paying the required dues to the Treasurer. Dues may also be paid to another member of the Board, or a duly appointed representative of the Board. In this case the Board member or representative will give the dues to the Treasurer at the earliest convenience.
- The Board will determine the dollar amount of the dues.
- Membership consist of a 12 month period, September 1st to August 31st.

Section 2: Memberships Defined

- All parents / guardians and all minors, residing in one household, are required to have one membership.

Any active participants over the age of 18 are required to be covered under an active membership.

Section 3: Rights of Membership:

- Each membership has one voting right (must be over the age of 18 to vote). Only members having a valid membership and are in good standing 14 days prior to the elections may vote, nominate, be nominated, or be elected to office.
- Members are invited to attend all open monthly board meetings.

Section 4: Termination of Membership.

- By a 2/3 vote of the Board of Directors a person's membership can be terminated.

- Except as otherwise required by law or by the Certificate of Incorporation or by these By-Laws, any right of members to vote and any right, title, and Interest of any member in or to DAG and its properties shall cease and divest upon termination of his or her membership.

ARTICLE III – Board of Directors Meetings

Section 1: Annual Meeting (Elections).

- The date of the Annual Meeting shall be set by the Board of Directors who shall also set the time and place.
- Notice of each Annual Meeting shall be given to each voting member by email, website, or Social Media, not less than ten days before the date of the meeting.
- Board Elections of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting. Directors will be elected by a majority vote of the current membership.

Section 2: Regular Board Meetings.

- The Board shall meet at least monthly during the active season, and bi-monthly during the off season at an agreed upon time and place.
- Regular Board meetings can be open or closed meetings as determined by the board.
 - Open meeting - any member is welcome to attend.
 - Closed meeting – only elected board members may attend.

Section 3: Special Meetings.

- Special meetings of the Board shall be called upon the request of the President or one-third of the Board.
- Notices of special meetings shall be sent out by the Secretary to each Board member one week in advance if time allows.

Section 4: Meeting Quorum.

- A quorum must be attended by at least 75 percent of the Board members before business can be transacted or motions accepted or denied.

ARTICLE IV – ELECTIONS

Section 1: Nominations.

- Nominations must be submitted no later than 30 days prior to elections
- A person can only be nominated for one position.

- Nominations must include person nominated and position.

Section 2: Voting. (Members may only vote once)

- In person – all members in good standing may submit one ballot.
- Absentee – members may have the option to vote absentee.
 - Members wishing to vote absentee must vote in person.
 - Members will have a two week window prior to the elections to cast their ballot.
 - Members must contact the secretary to make arrangements to cast their ballot.
- Proxy – Not accepted.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Board of Directors Roles.

- The Board is responsible for overall policy and direction of the Downriver Actors Guild, and delegate's responsibility to its members and or volunteers for any event or activity the group decides to coordinate.
- The Board receives no compensation other than reimbursement for expenses related to board business and/or events.

Section 2: Board of Directors Positions and Elections

- The elected Board shall consist of the following:
 - one (1) President or two (2) co-Presidents, elected on even years
 - one (1) Vice-President, elected on odd years
 - one (1) Treasurer, or one (1) Secretary/Treasurer, elected on even years
 - one (1) Documentation Secretary, elected on odd years
 - one (1) Recording Secretary, elected on even years
 - one (1) Advocate, elected on odd years
 - up to three (3) members at large (Trustee), elected every year

Section 4: Terms.

- There is no limit to the number of terms a member serves.
- Anyone requesting to be nominated for an officer position (eg. President, Vice-President, Secretaries, Advocate, or Treasurer) must have served on the board of directors the previous year.
- In the event an officer position has been vacated and none of the existing board members are willing to run for the vacated position. The board may nominate a current member outside of the board.

- In the event that the president position is vacated, the vice-president will automatically assume the president's position until the next regular elections.

Section 5: Board Members Roles and Responsibilities.

- Description: The board members govern the theater organization within the parameters of its mission statement, letters of incorporation, bylaws, and state and federal laws governing 501 (c)(3) not for profit organizations.
- Responsibilities: The board member will establish policy, approve the annual budget, provide financial oversight, update the strategic plan, and evaluate progress toward achieving this plan. The board appoints the Artistic Director and Operations Director.

Section 6: Officers and Duties.

- There shall be a minimum of three officers of the Board, consisting of a President, Vice President, Secretary and Treasurer or Secretary/Treasurer. Their duties are as follows:
 - The President shall convene regularly scheduled Board meetings, shall preside or arrange for another member of the executive committee to preside at each meeting.
 - Vice President shall act as the president/chair in his or her absence; assists the president/chair on the above or other specified duties.
 - The Treasurer shall make a report at each Board meeting. Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public.
 - The Documentation Secretary shall be responsible for keeping all documents relating to the origination. Is responsible to keep all documentation up to date. Insure that copies are available at the theater.
 - The Recording Secretary shall be responsible for taking roll call at all board meetings. Keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes via email and the agenda to each Board member.
 - The Advocate keeps order. If other board members or meeting attendees are disruptive, the advocate may warn them and, in extreme cases, eject them from the meeting.

Section 7: Vacancies.

- When a vacancy on the Board exists, with the exception of the President, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting.
- These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.
- These vacancies will be filled for the term of the vacancy.

Section 8: Resignation, Termination and Absences.

- Resignation from the Board must be in writing and received by the Secretary.
- A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year.
- A Board member may be removed for other reasons by the three-fourths vote of the remaining directors.

ARTICLE VI – ARTISTIC DIRECTOR (AD)

Section 1: The Board shall appoint Artistic Director(s) as the decision maker(s) for all production staff.

Section 2: Roles and Responsibilities.

The Artistic Director is responsible for conceiving, developing, and implementing the artistic vision and focus of the organization, and for major decisions about the ongoing development of the aesthetic values and activities, after extensive consultation with the Operations Director.

- Hires, supervises and evaluates artistic personnel including directors, performers (non-auditioned), designers, and stage managers
- Hires, supervises and evaluates key technical personnel, including Production Manager and Technical Director
- Develops, implements, and evaluates programs for the year
- With Operations Director, develops annual program budget
- Acts as a spokesperson for the organization's artistic purpose via speaking engagements, public and social appearances, and, as requested, at fundraising events and solicitations
- Fosters the development of good relations with other cultural organizations by participating in meetings and joint activities where appropriate
- Reports to the Board of Directors on a regular basis to give an update on artistic activity

- Supervises the maintenance of written procedures manual for technical and production staff
- Should direct at least one production per season
 - All expenditure above \$200 outside of the established budget must be approved by the board of directors

Section 2: The Artistic Director(s) – When possible shall present the proposed shows by the spring preceding the upcoming season. If time does not allow this, then the show shall be presented as soon as the Artistic Director makes the decision to do the show. If the Board, as a whole, has any questions about the show being chosen, they must notify the AD and schedule a meeting to discuss their questions. If the Board still has reservations, they need a two-thirds majority vote to override the AD's show choice.

Section 3: An Artistic Director(s), or their appointed Producer, shall submit a detailed budget for the show being proposed. The Board will then review the budget and vote on the acceptance or amend it as needed.

Section 4: The AD may be removed by the three-fourths vote of the Board of Directors.

Section 5: As of the date these bylaws are signed, we, the Board, appoint Deborah Aue-Delgado as the Artistic Director of the Downriver Actors Guild.

ARTICLE VII – OPERATIONS DIRECTOR (OD)

Section 1: The Board shall appoint Operations Director(s) as the decision maker(s) for all business staff.

Section 2: Roles and Responsibilities.

- Coordination of long-range and annual planning in collaboration with the Artistic Director and the Board of Directors.
- Providing leadership for and actively participating in fundraising activities, donor development, grant seeking and grant reporting.
- Developing the annual budget, including providing monthly financial reporting and forecasting, cash flow management, capital spending and expenditures review and approval.
- Supervising the administrative staff and directing administrative operations.
- Managing the operation and maintenance of the theatre's physical plant.
- Administering and supporting, in conjunction with the Artistic Director, all educational programs of the theatre.

- Acting as the representative and advocate of the theatre with government agencies, insurance companies, community and local business groups and arts organizations.
- All expenditure above \$200 outside of the established budget must be approved by the board of directors

Section 3: The OD may be removed by the three/fourths vote of the Board of Directors.

Section 4: As of the date these bylaws are signed, we, the Board, appoint x _____ as the Operations Director of the Downriver Actors Guild.

ARTICLE VIII – COMMITTEES


Section 1: The Board may create committees as needed, such as fundraising, web design, etc. The President appoints all committee chairs.

Section 2: Creation of all committees shall be documented in the regular board meeting minutes, including the purpose and duration of said committee. The results and/or decisions shall be brought to the board for final approval.


ARTICLE IX – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Downriver Actors Guild on **April 8, 2019**



Jim Steele, President



Michelle Sturm, Secretary

MISSION STATEMENT

The Downriver Actors Guild Theater group was organized for the benefit of members of the community to provide education, entertainment and exposure to cultural experiences. The objectives of the organization is to produce the highest quality shows, To be a positive impact on our community, and to be an organization where everyone is welcome and has fun. We do this for the love of theater

ARTICLES OF INCORPORATION
OF
DOWNRIVER ACTORS GUILD

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Michigan, adopt the following articles of incorporation for such corporation:

ARTICLE I – NAME

The name of this corporation shall be Downriver Actors Guild, located at 1165 Ford Avenue, Wyandotte, Michigan 48192-3813

ARTICLE II – PURPOSE

This corporation is organized exclusively for charitable and educational purposes, more specifically, to support and raise funds for the betterment of the Downriver Actors Guild Theatre program. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public and the corporation shall not participate in, or

intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV – DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V – MEMBERSHIP/ BOARD OF DIRECTORS

The corporation shall have members. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is Three. Their names and addresses being as follows:

President – Lisa Burgor

11795 Syracuse
Taylor, Michigan 48180

Vice President – Margaret Partrich

24334 Hayes
Taylor, Michigan 48180

Treasurer – Heather Hansen

22316 Haig Street
Taylor, Michigan 48180

Secretary – Heather Hansen

22316 Haig Street
Taylor, Michigan 48180

Members of the first Board of Directors shall serve their term as provided for in the bylaws.

ARTICLE VI – PERSONAL LIABILITY

No Director, officer or member of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Directors, officers or members be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII – INCORPORATORS

The incorporators of this corporation are: The undersigned incorporators certify that they execute these articles for the purposes herein stated.

_____ Date: _____
Lisa Burgor - President

_____ Date: _____
Margaret Partrich – Vice President

_____ Date: _____
Heather Hansen – Secretary/Treasurer