

CENTER STAGE THEATRE  
A 501-C NOT FOR PROFIT ORGANIZATION  
GOLDSBORO, NORTH CAROLINA  
BY-LAWS  
(Revised March, 2018)

ARTICLE I

NAME, LOCATION, AND GOALS

SECTION 1. The name of this organization shall be Center Stage Theatre and the organization shall be located in the City of Goldsboro, County of Wayne, State of North Carolina.

SECTION 2. The goals of Center Stage Theatre, as herein set forth, shall be to stimulate interest in theatrical activities within and throughout the community, to enhance interest in theatrical activities within and throughout the community, to enhance aspects of theatrical arts, to produce a season of shows each year that provide an educational as well as entertaining theatrical experience for all patrons and participants, and to cooperate with area schools and organizations on theatrical activities. These goals are designed to serve a cross section of the community, inclusive of all interested parties, without regard to race, sex, religion, national origin, or creed.

ARTICLE II

MEMBERSHIP

SECTION 1. Membership in this organization shall be open to any person interested in theatre.

SECTION 2. Each membership period will run from June 1 through May 31 of the following year. The membership drive will be held annually from June 1 through the September membership meeting of the same year.

SECTION 3. Membership dues are non-refundable and shall be \$15.00 for an individual membership and \$20.00 for a household membership. Membership dues may be paid at any time during the membership period and are only valid for the membership period in which they are paid.

SECTION 4. Members who have obtained voting rights by the process outlined below shall henceforth be referred to as “voting members.”

- a. Voting rights will only be obtainable to those individuals or household members who have attained the age 18.
- b. Voting rights become effective at an individual’s second monthly membership meeting, if membership dues have been paid for the membership period.

- c. Renewing members retain voting rights during the membership drive period. If membership dues are not paid by a renewing member during the membership drive period, that membership shall lapse.

SECTION 5: Lifetime membership in this organization is available for a one time, non-refundable membership due of \$100.00 per individual. The lifetime membership is non-transferable and is not available for households. Dues previously paid cannot be applied toward lifetime membership dues.

### ARTICLE III

#### OFFICERS

SECTION 1. The elected officers of the Center Stage Theatre organization shall consist of a President, Vice President, Secretary, and Treasurer and shall be known collectively as the “Executive Committee.” Only voting members shall be eligible for either elected or appointed office. These officers shall be elected under the following guidelines:

- a. Nominations for Executive Committee officers are open during the February and March membership meetings only and are elected at the April membership meeting.
- b. Members nominated for an officer position must be present to accept their nomination, or must provide a signed letter accepting their nomination to be presented to membership.
- c. Members nominated for Executive Committee officers must write a letter of intent outlining their experience and plans for the position. The letter must be provided to voting members prior to the April membership meeting.
- d. Officers must receive at least 51% of the votes of members present and proxy votes received. If a majority is not achieved in the first election, a second run-off election of the two highest vote earners shall take place directly following the initial election. If a situation arises during the initial election, wherein no two candidates can be deemed front runners, consecutive run-off election shall occur between all top vote-earners until a candidate has received 51% of the votes cast.
- e. Elected officers assume their responsibilities on June 1.
- f. Each officer shall serve for a term of one year and shall not serve more than four (4) consecutive elected terms in the same office, unless no other eligible member wishes to run for that office, then that incumbent may run for as many consecutive terms as remain uncontested.
- g. Elected officers may be subject to a background check.

SECTION 2. The duties of the President shall be to preside at all general and annual meetings, to report regularly on the affairs of the Center Stage Theatre, to be an *ex-officio* member of all standing and ad hoc committees, to present the Annual Report each year, to appoint an officer for a vacant office with the approval of the Executive Committee, and to retain the authority to sign checks when the Treasurer is unavailable. The President is a non-voting board member except to break a tie vote. It is also the duty of the President to review the financial records of Center Stage Theatre on a monthly basis. The President shall also collaborate with the administrator of the CST Facebook Page and

Official CST Website to inform members and general public of updated CST news and calendar postings.

SECTION 3. The duties of the Vice President shall be to work together with the President, assuming such official responsibilities as shall be delegated by the President, to act as President in the absence of the President, to schedule all shows/rehearsals/meetings, and to ensure materials are ordered for all shows. The Vice President shall also collaborate with the administrator of the CST Facebook Page and Official CST Website to inform members and general public of updated CST news and calendar postings.

SECTION 4. The duties of the Secretary shall be to attend all meetings and to record the votes and minutes of all such proceedings, distribute meeting minutes to the membership, and handle all official correspondence. The Secretary shall also collaborate with the administrator of the CST Facebook Page and Official CST Website to inform members and general public of updated CST news and calendar postings.

SECTION 5. The duties of the Treasurer shall be to act as financial agent for the receipt and disbursement of all Center Stage Theatre funds, to keep full and accurate accounts of all such receipts and disbursements, to prepare and present a financial status report at all general and annual meetings, and to write checks in the name of Center Stage Theatre. All checks must bear the name of the Treasurer or, if unavailable, the President. The Treasurer shall always be the first point of contact for the reimbursement of all costs advanced on behalf of Center Stage Theatre, either from other organizations or individuals. Direct show related expenditures must first be presented to the show's Producer as an original receipt with the name of the purchaser recorded thereon before the Treasurer may authorize reimbursement from Center Stage Theatre.

SECTION 6. An officer may be removed from office by a two-thirds vote of voting members, with written notification of the pending vote having been previously provided to the membership.

## ARTICLE IV

### FINANCE

SECTION 1. The finances of Center Stage Theatre shall be reviewed annually between the months of May and July. This review may be performed by an accounting professional or a committee created from within the organization consisting of the President, Treasurer, and at least two voting members of the organization who are not part of the Board of Directors.

SECTION 2. Center Stage Theatre shall keep an account separate to the operating accounts of the organization named the "Vision Fund." The Vision Fund should only be used to better the organization, help in hardship, help achieve the goals of the organization, and enhance the theatrical ability of the organization. Center Stage Theatre

should make an active effort to contribute to the Vision Fund on an annual basis. In order to spend funds from the Vision Fund, approval must be given by simple majority of voting members. If emergency circumstances when general funds will not cover an immediate expense that would harm the organization or its property if left unpaid, the board of directors may approve the use of the Vision Fund.

SECTION 3. Expenses within a production's budget as approved by membership will be reimbursed by the Treasurer after being reported to the production's Producer, Production Manager, or assigned individual. The reimbursement of any expenses over a production's approved budget must be approved by the Board of Directors. Funds budgeted or raised under the Center Stage Theatre name cannot be used for any personal gain or for cast parties.

## ARTICLE V

### BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the Executive Committee, the immediate Past President, and four (4) additional members to be chosen as follows: Two (2) members shall be chosen by the Executive Committee; and two (2) members shall be chosen by the general membership at the May monthly meeting. Only voting members shall be eligible for election or appointment to the Board. These four (4) members shall serve a two-year term and shall not serve consecutive terms, unless no other voting members are willing to accept an appointment or run for election and the installed member is willing to accept or run for a third term. If such a situation should arise, then all consecutive terms following the original two, two year-terms shall be reviewed annually.

If any of the four (4) additional board members shall be elected to an office during their term, then a replacement shall be either appointed by the Board or reelected by the general membership, based upon the vacant seat, to serve out the remainder of the term on the Board of Directors. This term will not be counted as a full term and the new appointee will still be eligible to serve two (2) full two-year consecutive terms thereafter.

SECTION 2. The Board of Directors shall transact business of the organization between monthly meetings of the membership.

SECTION 3. A majority of the voting members shall constitute a quorum provided that two are members of the Executive Committee.

SECTION 4. The Board of Directors shall report to the membership the business transacted by the Board in the interim between monthly meetings.

SECTION 5. The immediate Past President is a non-voting board member.

### SERGEANT-AT-ARMS

SECTION 1. Board of Directors may choose to appoint an individual to serve as Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be to attend meetings as a non-voting member upon the request of the Board of Directors and to ensure that meetings are conducted according to parliamentary procedure.

SECTION 2. In the event of a dispute of these By-Laws, Membership and the Board of Directors may agree to bring in an outside party Mediator to a meeting. The Mediator may not be a member of this Center Stage Theatre. The Mediator may be a member of the Board of Directors of the Arts Council of Wayne County or individual well versed in the creation and execution of By-Laws.

#### DIRECTOR OF OUTREACH

SECTION 1. The Board of Directors may appoint an individual to serve as the Director of Outreach. The duties of the Director of Outreach shall be to conduct all business related to the Outreach Program. The Director of Outreach is solely responsible for the activities and vision of the Outreach Program, but must report activities and status directly to the Board of Directors during the open session of the monthly Board meetings, to the general membership at the monthly membership meetings, and at any other times deemed appropriate by the Board. The director of Outreach may recruit assistance and membership only from voting members of the Center Stage Theatre. All expenditures related to the Outreach program as prescribed by the Director of Outreach must receive prior approval from the Board of Directors.

#### ARTICLE VI

#### COMMITTEES

SECTION 1. The Executive Committee shall consist of the four (4) officers. The Executive Committee shall appoint the House Manager.

SECTION 2. The House Manager shall be appointed by each production team to be responsible for concessions and providing ushers for all productions. The Paramount Theatre shall be in charge of the following: (1) design, printing, and selling of all tickets for all regular season productions, (2) box office and season tickets as appropriate, (3) printing and design of playbills for all productions, (4) submit a report after each production listing number of tickets sold, number of seats filled each night, and total monies collected in ticket sales as well as any additional donations. After each production, all concession money collected during the production will be submitted to the President. An amount of \$100.00 will be maintained in the concession's money box for future concessions and any remaining money will be forwarded to the Treasurer for deposit into the CST bank account.

SECTION 3. Standing committees shall consist of the following: (1) membership and recruitment, (2) play selection, (3) publicity, advertising, and marketing, (4) fundraising,

grants, and endowments, (5) history. Committee Chairs shall serve no more than two consecutive terms, unless no other voting members are willing to accept a vacant Committee Chair and the outgoing Chair is willing to remain in this position. If such a situation should arise, then all consecutive terms following the original two one-year terms shall be reviewed annually.

SECTION 4. Executive Committee members shall not serve as Committee Chairs, unless no other eligible or willing voting member is available to assume the vacant Committee Chair, then the Executive committee shall assume the duties of the chair.

SECTION 5. Other committees of ad hoc status may be formed or dissolved by the Executive Committee throughout the year, if deemed necessary.

SECTION 6. The Executive Committee shall appoint, with the approval of the Board of Directors, a Building Manager and any Area Managers as deemed necessary for the maintenance of any building or equipment Center Stage Theatre may rent or own.

SECTION 7. Only voting members shall be eligible to serve as Area Managers and Committee Chairs.

SECTION 8. The terms for the House Manager, Committee Chairs, Building Manager, and Area Managers shall be one year and shall run from June 1 through May 31 of the following year. They shall serve no more than two consecutive terms, unless no other voting members are willing to accept the vacant position and the outgoing Manager is willing to remain in the position. If no eligible member is available for said position and the present Manager declines another term, then the duties thereof shall be assumed by the Executive Committee until such time as a successor is appointed.

SECTION 9. The Executive Committee shall transact the business of the organization between meetings of the Board of Directors.

SECTION 10: The Executive Committee shall report to the Board of Directors the business transacted by the Executive Committee since the previous meeting of the Board of Directors.

SECTION 11. The Executive Committee shall have the power to act for the Board of Directors in an emergency only in the interim between meetings.

## ARTICLE VII

### PRODUCTIONS

SECTION 1. A director of a season production for this organization must be a voting member and meet one (1) or more of the following requirements:

- a. Has previously directed or assistant directed with this organization.

- b. Has had previous directorial experience with a professional or similar community organization and will be accompanied by a producer, production manager, or assistant director that has served with this organization in that capacity.
- c. Has a degree in theatrical directing and will be accompanied by a producer, production manager, or assistant director that has served with this organization in that capacity.

SECTION 2. In order to direct a season production of this organization, an individual must compose a letter of intent that includes a short description of the vision for the production, a list of possible team members, any budgetary requests, and their previous directorial experience to be given to the Board of Directors according to the schedule below:

- a. Letters of intent for directing season productions must be received at or prior to the membership meeting before the full season of productions has been voted upon by membership (i.e. if the season is set at the March Meeting, letters of intent are due at the February Meeting). Directors for these productions are voted upon by the membership.
- b. If letters of intent are not received by the announced deadline, the board of directors may choose to extend the deadline for letters to be received beyond the deadline but prior to voting for the next season's productions. Any proposed selection that does not have a letter of intent for directing will not be eligible for vote.
- c. The Board of Directors may deny a letter of intent.

SECTION 3. The selection of season productions will be voted upon annually by the voting members from a list of productions provided by the Play Selection Committee.

- a. Letters of intent to become the chairperson of the Play Selection Committee must be received at or before the July membership meeting. The letter of intent must include an outline of the process that the committee will follow. The play selection chairperson will be chosen by the Board of Directors.
- b. The play selection committee shall present membership with options for the upcoming season at the January membership meeting.

SECTION 4. Center Stage Theatre will present an annual production of *A Christmas Carol*. Whenever possible, this production will be scheduled for the second weekend in December every year at the Paramount Theatre located at 139 South Center Street in Historic Downtown Goldsboro, North Carolina.

## ARTICLE VIII

### FISCAL YEAR

The Fiscal Year shall begin on the first day of June each year and shall end on the last day of May of the following year.

## ARTICLE IX

## MEETINGS

SECTION 1. General meetings shall be held at least once a month. Other meetings may be called by the Executive Committee as deemed necessary.

SECTION 2. An annual meeting of the Board of Directors shall be held during May of each fiscal year. Both the active and incoming members of the board should attend this meeting. At this meeting, any documents will be transferred from the outgoing to the incoming board members so the incoming board can assume their responsibilities on June 1. At this meeting, the board may compose a draft budget for the upcoming season to be presented to membership at the June membership and voted on by voting members at the July meeting. At this meeting, the incoming Board of Directors may review any committee chair positions occupied by persons past their initial term limit, and upon review, successors may be appointed. An annual membership meeting for the organization will be held during June. At this meeting, an annual report for the previous season will be given; if final information for the previous season is unavailable, the presentation may be delayed until such a time that all information can be presented.

SECTION 3. Reasonable notice of pending votes or elections must be given to the membership prior to each meeting. Reasonable notice is defined as at least one week prior to the vote.

SECTION 4. Fifteen (15) voting members shall constitute a quorum.

SECTION 5. Proxy voting shall be allowed under the following conditions:

- a. For election of officers and Board members; for play selections; for approval of Bylaw changes; and for any issue that is decided by the majority of the quorum to be brought to full membership for vote.
- b. The item to be voted on shall be announced at the monthly meeting prior to the meeting at which it is to be voted or posted on the organizations office website one week prior to the meeting.
- c. It shall be the responsibility of the members to be aware of upcoming matters.
- d. Any proxy voting must be done by mail by sending ballots drawn up by the voter to Center Stage Theatre at P.O. Box 1255, Goldsboro, NC 27533. Ballots must be received prior to the meeting. Voting members shall sign and date the ballot. The word "Ballot" is to be written on the face of the envelope and signed across the seal of the envelop.
- e. The President is to check the post office box within two (2) hours prior to the meeting time. The President is to bring the ballots unopened to the meeting. The ballots shall be opened after the motion has been voted on by the

members present at the meeting. If the President is unable to attend the meeting, it shall be the responsibility of the Executive Committee to ensure that the ballots are present at the meeting.

- f. If a ballot has not been signed or has not been dated, or does not have a return address, then it shall be null and void. If a ballot had been opened during the delivery process, or is illegible, then it shall be null and void.
- g. Ballots are to be opened, validated, and tallied by two members of the Board of Directors and two general voting members, as selected by the Executive Committee from a pool of volunteers.
- h. Each ballot should state the voter's intention on each article of the proposed motion. If the actual motion is substantially different than the issues presented at the previous meeting, such that the intent is no longer that as originally stated, then the ballots sent in by absent members shall be null and void.

SECTION 6: The board of directors may conduct meetings and votes over conference call and/or email.

## ARTICLE X

### SPONSORSHIP, TRUSTEES, NON-PROFIT STATEMENT

SECTION 1. The organization, Center Stage Theatre, is a 501c 3 Non-Profit corporation with its Articles of Incorporation having been filed with the North Carolina Secretary of State on August 21, 1981. The Tax ID No. is 56-2210151.

SECTION 2. Center Stage Theatre shall be under the sponsorship of the Arts Council of Wayne County **and an affiliate of the Wayne County Museum.**

SECTION 3. The Board of Trustees shall consist of the Board of Directors of the Arts Council of Wayne County. The Board of Trustees shall advise Center Stage Theatre's Board of Directors and Officers, and shall insure the legality of the organization's activities.

SECTION 4. It is provided that no part of the net earnings of Center Stage Theatre shall be used for the benefit of, or be distributed to, its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to the organization and to make payments and distributions in furtherance of the goals herein set forth.

SECTION 5. Should Center Stage Theatre organization dissolve, the Board of Trustees shall, after making provisions for the payment of all liabilities (if any) of the Center Stage Theatre, deposit all remaining earnings and budgeted money into an escrow account of the Arts Council of Wayne County to be used for the future theatre organization.

ARTICLE XI

AMENDMENTS AND REVIEW

SECTION 1. These By-Laws may be amended at any meeting by a two-thirds vote of voting members, with the propose changes being provided previously to the membership in writing.

SECTION 2. These By-Laws must be reviewed by the Board of Directors with an open meeting for voting members every three years. Last date of review: 03/05/18

SECTION 3. A revision log of these By-laws must be kept up to date showing all amendments, revisions, and original text. A copy of this revision log shall be kept in Center Stage Theatre’s safety deposit box.

ARTICLE XII

PROCEDURE

ROBERT’S RULES OF ORDER, REVISED shall govern in all cases not covered by these By-Laws and shall be the parliamentary authority at all meetings of Center Stage Theatre.

DATE APPROVED: \_\_\_\_\_

Signed: \_\_\_\_\_  
Cathy Woods, CST President

\_\_\_\_\_  
Wanda Becton, CST Secretary