



## **BY-LAWS FOR THE USITT MIDWEST REGIONAL SECTION, INC.**

Adopted May 1968

Amended: February 1989, November 1989, April 1991, September 2005, March 18, 2008

Amended: March 2011

### **ARTICLE I NAME**

**SECTION 1.01 – NAME.** The name of this organization is USITT MIDWEST. Throughout these by-laws and in contracts, the terms USITT MIDWEST, MIDWEST REGIONAL SECTION and SECTION may be used interchangeably.

### **ARTICLE II PURPOSES**

**SECTION 2.01 – PURPOSES.** This Section is formed for the following purposes:

- A. To conduct research within these fields of theatrical related activity: technology, design, construction, equipment, presentation, and operation, and to consolidate and disseminate the results of such research to the membership.
- B. To investigate and recommend professional practices within these fields.
- C. To establish contacts between members of The Section and other organizations involved in theatre to promote the exchange of knowledge.
- D. To provide representation and participation in conferences, assemblies, and other gatherings where matters of theatre technology, design, construction equipment, presentation and operation are discussed.

### **ARTICLE III MEMBERSHIP**

**SECTION 3.01 – MEMBERSHIP.** The members of The Section shall consist of any interested individuals, associations or businesses residing or located primarily in the states of Indiana, Illinois, Michigan and Wisconsin. Membership shall be automatic upon receipt of annual dues by the treasurer.

**SECTION 3.02 – REVIEW OF MEMBERSHIP.** In the event of the receipt of a written objection to the membership of any person, organization or company, submitted by a member in good standing, the status of the member in question shall be reviewed by the Board of Directors. Any action taken by the Board of Directors regarding the membership shall be binding.

**SECTION 3.03 – CATEGORIES.** There shall be 5 categories of membership, defined as listed below:

- A. Student Member
- B. Individual members
- C. Professional Member
- D. Non-Profit Organizational Member
- E. Corporate Member

**SECTION 3.04 – DUES.** The Board of Directors shall establish dues for each class of membership. The Board of Directors shall be empowered to change the dues no more than once each fiscal year, as it may deem necessary.

- A. Dues shall be paid annually
- B. Failure to pay dues will result in the expiration of membership if membership payment has not been received by the end of the fiscal year.
- C. New membership applications received within the last four months of the fiscal year will be considered as applying to the following fiscal year. This provision does not apply to renewing or returning members.

**SECTION 3.05 – PRIVILEGES.** Each Section Membership, regardless of category shall be granted voting privileges. Additional privileges shall be approved by the Board of Directors for each membership category and published in the membership renewal and application forms.

- A. Each Membership shall only have one vote regardless of category. No person, regardless of membership, may vote more than once on any matter. No proxy voting is allowed.
- B. Write-in ballots may be submitted to the Secretary of the Section and will be counted provided that they are received at least 48 hours prior to the date and time of the meeting during which the vote will occur.

**SECTION 3.06 – MEETINGS.** General Membership Meetings shall be held at least once a year for conducting the business of the Section, announcing the result of Board of Directors elections and reporting the activities of the Section to the membership.

- A. **ANNUAL MEETING.** There shall be an Annual Meeting of the members of The Section to be held at a place and time designated by the Board of Directors. It is assumed that the normal date and time of the Annual Meeting will be at the National Conference, however the Chair or a majority of the Board of Directors may call the meeting at another date and time. Written notice to each member of the time, place, and date of the annual meeting shall be the responsibility of the Secretary, not less than thirty (30) days before the meeting.
- B. **SPECIAL MEETINGS.** Special meetings of the members of The Section may be called at any time by the Chair of The Section, or by a majority of the Board of Directors, or upon the filing by ten (10) members with the Secretary of a written request for such a meeting. Upon the calling of any special meeting, the Secretary of the Section shall give notice of such special meeting to each member, in writing, stating the time, place, date, and purposes thereof, not less than fifteen (15) days before the meetings.
- C. **BOARD OF DIRECTORS MEETINGS:** Section Members are invited to attend Board of Directors meetings, however, they do not have voting privileges at Board meetings. Section Members may have a voice at Board Meetings, however, the Section Chair may revoke this privilege for a meeting for the purpose of conducting the business of the meeting.

**SECTION 3.07 – VOTING.** At all General Membership Meetings having a quorum, each member present shall be entitled to one vote. All questions except as provided herein, shall be determined by a simple majority of the votes cast by those present. Voting members are all members in good standing.

- A. **QUORUM.** At all General Membership Meetings a majority of the Board of Directors and a minimum of five (5) percent of all the voting members of the Section (excluding members of the Board) must be present to constitute a quorum such that the general membership exceeds the number of board members present.
- B. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting, if a consent in writing (either electronically or physically) to the adoption of a resolution authorizing the action so taken shall be signed (either electronically or physically) by the majority of the Board of Directors.
- C. **PROCEDURES.** To resolve points of procedures, *Roberts' Rules of Order* shall be consulted. The Chair may choose to appoint a Parliamentarian to advise on questions of procedure in transacting the business of the Board.

## **ARTICLE IV GOVERNANCE**

**SECTION 4.01 – BOARD OF DIRECTORS.** The Section shall be governed by a Board of Directors constituted of Officers, Directors-At-Large, and Ex-Officio Board Members.

**SECTION 4.02 - OFFICERS.** The Officers of the Section shall be:

- A. Chair (voting only in the case of a tie)
- B. Vice-Chair for Programming
- C. Vice-Chair for Membership
- D. Vice-Chair for Communications
- E. Treasurer
- F. Secretary
- G. Immediate Past Chair (non-voting)
- H. Chair-Elect (non-voting)

**SECTION 4.03 QUALIFICATIONS OF OFFICERS.** All Officers shall be paid-in-full members of both the Section and the National Organization. No officer may hold more than one Section office concurrently, with the exception of the Chair-Elect. Any officer may be removed at any time by the affirmative vote of two-thirds of all voting Board Members. No officer of the Section shall receive any salary or compensation for services rendered as an officer of the Section.

**SECTION 4.04 – THE CHAIR.** The Chair shall preside at meetings of the General Membership and of the Board of Directors, and shall have general charge of the Section. In all matters, the Chair shall keep the membership fully informed and shall freely consult with the membership and with the Board of Directors with respect to the activities of the Section. The Chair shall serve in this office for a term of two (2) years. The Chair may serve multiple terms up to a limit of three if re-elected by a majority vote of the membership. The Chair is a non-voting member of the Board except in the case of a tied vote, when the chair may vote to break the tie.

**SECTION 4.05 – THE VICE-CHAIR FOR PROGRAMMING.** The Vice-Chair for Programming shall in the absence of, or incapacity of, perform all the functions of the Chair. The Vice Chair shall act as the Chair of the Programming Committee, coordinate the programming of section events and shall perform other duties as assigned by the Chair. The Vice-Chair shall serve in this office for a term of two (2) years. The Vice-Chair may serve multiple terms with no limit if re-elected by a majority vote of the membership. The Vice-Chair for Programming is a voting member of the Board of Directors.

**SECTION 4.06 – THE VICE-CHAIR FOR MEMBERSHIP.** The Vice-Chair for Membership shall serve as the Chair of the Membership Committee, oversee the records of the membership of the Section and shall perform other duties as assigned by the Chair. The Vice-Chair shall serve in this office for a term of two (2) years. The Vice-Chair may serve multiple terms with no limit if re-elected by a majority vote of the membership. The Vice-Chair for Membership is a voting member of the Board of Directors.

**SECTION 4.07 – THE VICE-CHAIR FOR COMMUNICATIONS.** The Vice-Chair for Communications shall serve as the Chair of the Communications Committee, coordinate the various publications and external communications of the Section and shall perform other duties as assigned by the Chair. The Vice-Chair shall serve in this office for a term of two (2) years. The Vice-Chair may serve multiple terms with no limit if re-elected by a majority vote of the membership. The Vice-Chair for Communications is a voting member of the Board of Directors.

**SECTION 4.08 – THE TREASURER.** The Treasurer shall have the care and custody of the funds of the Section, subject to the direction of the Board of Directors, and shall deposit the same in the name of the Section in such banks, trust companies, and safe deposit vaults as the Board of Directors may designate. The Treasurer shall collect all dues, charges, and other monies payable to the Section and shall keep proper books and records, showing all receipts and expenditures. The Treasurer shall compose and present the Annual Report of the affairs of the Section, serve as a member of the Awards Committee and shall perform other duties as may be assigned by the Chair. The Treasurer shall serve in this office for a term of two (2) years. The Treasurer may serve multiple terms with no limit if re-elected by a majority vote of the membership. The Treasurer is a voting member of the Board of Directors.

**SECTION 4.09 – THE SECRETARY.** The Secretary shall record minutes of the meetings of the members and of the Board of Director. The Secretary shall have charge of the minutes books and shall also perform other duties as may be assigned by the Chair. The Secretary shall serve in this office for a term of two (2) years. The Secretary may serve multiple terms with no limit if re-elected by a majority vote of the membership. The Secretary is a voting member of the Board of Directors.

**SECTION 4.10 – IMMEDIATE PAST CHAIR.** The outgoing Chair of the Section fills the position of Immediate Past Chair for a term of one (1) year. The Immediate Past Chair shall Chair the Nominating Committee and shall have such other duties as the Chair shall determine. The Immediate Past Chair is a non-voting member of the Board of Directors.

**SECTION 4.11 – CHAIR-ELECT.** The Chair-Elect shall succeed to the Chair following the Chair's second year in office. The Chair-Elect's succession to Chair must be ratified by a majority vote of the membership. The Chair-Elect shall have those duties as assigned by the Chair and shall serve in this office for a term of one (1) year. The Chair Elect is a non-voting member of the Board of Directors. If the Chair-Elect holds another voting position on the Board of Directors during their year as Chair-Elect, they may continue to exercise that vote.

**SECTION 4.12 – DIRECTORS-AT-LARGE.** There shall be eight (8) Directors-At-Large who are elected from and serve as representatives of the general membership. The Directors-At-Large are elected for two (2) years. The Directors at Large shall attend meetings of the Board of Directors and shall serve on committees as assigned by the Chair. The Directors-At-Large are voting members of the Board of Directors

**SECTION 4.13 – EX-OFFICIO BOARD MEMBERS.** The Section Chair, upon consent of the Board of Directors, appoints ex-officio offices as the needs of the section dictate. Ex-Officio Board Members are non-voting members of the board.

**SECTION 4.14 – QUORUM.** Seven (7) voting members of the Board of Directors shall constitute a quorum.

**SECTION 4.15 – VACANCIES.** In the case of vacancy of offices of the Section occurring prior to expiration of the term for which the Officers were elected, the Board of Directors at its next regular meeting shall fill these vacancies as ratified by majority vote of the Board.

**SECTION 4.16 – MEETINGS.** The Board of Directors shall meet at least twice per fiscal year and said meetings shall be held at such times and places as shall be fixed by the Chair. Special meetings may be called by the Chair or by a majority of the Board of Directors. In all cases, notices of such meetings shall be sent to all its members at least forty-eight hours in advance of the meeting, in writing if possible, and shall state the time, place, and purpose of the meeting.

**SECTION 4.17 – POWERS.** The Board of Directors shall have general powers to manage and control the affairs and property of the Section, as it may deem proper, not inconsistent with the laws of the State of Illinois or with these by-laws. These powers shall include:

- A. Approval of the annual budget of the Section.
- B. Adoption of rules and regulations for the conduct of all meetings of the Section.
- C. Establishment of the dues structure for the various classes of membership.
- D. Advising the Chair and the other Officers on all matters relating to the operation of the Section.
- E. Performing other duties as may be prescribed by the By-Laws.
- F. The Board of Directors will have the charge of creating or editing the Section Handbook and disseminating same to the general members.
- G. The Board of Directors shall have no power to amend the Section By-laws. Proposals to make By-Law changes must be ratified by the General Membership.

## **ARTICLE V ELECTIONS**

**SECTION 5.01 – NOMINATIONS.** The names of the members appearing on the ballot shall be as selected by the Nominating Committee. However, there shall be additional space on the ballot for the purpose of voting for other members. Such write-in votes shall carry the same weight as votes for the regularly designated nominees.

**SECTION 5.02 – ROTATION OF ELECTIONS.** All Officers, except for the Chair-Elect, shall be elected for two year terms in alternate years, or until their respective successors shall be elected and assume responsibility at the next board meeting. The Chair-Elect shall be elected for a one-year term and shall become the Chair in the following year for a two-year term. The breakdown for these alternate years shall be as follows:

- A. ODD YEARS – Chair-Elect, Vice-Chair for Membership, Treasurer, and four (4) Directors at Large
- B. EVEN YEARS – Vice-Chair for Programming, Vice-Chair for Communications, Secretary, four (4) Directors at Large

**SECTION 5.03 – BALLOTING.** Ballots for the election of Officers and other members of the Board of Directors shall be mailed to all voting members in good standing appearing on the records of The Section, with notice of the annual meeting. Said ballots shall be received by the membership no less than fifteen (15) days in advance of the annual meeting, and shall be returned to the designated address not later than seven (7) days prior to the start of the annual meeting. All ballots not so received shall be null and void for all purposes.

## **ARTICLE VI COMMITTEES**

**SECTION 6.01 – STANDING COMMITTEES.** The following are the Standing Committees of the Section:

- A. Programming
- B. Membership
- C. Communications
- D. Nominations
- E. Awards

### **SECTION 6.0.2 - THE PROGRAMMING COMMITTEE**

- A. Duties. The members of the Programming Committee shall recommend to the Board of Directors an annual schedule of events to be promoted, hosted and supported by the Section. The programming proposal should include a budget for the events. The schedule and content of the programming must be approved by the Board of Directors prior to enactment by the Committee.
- B. Committee Membership. The Programming Committee shall consist of the Vice-Chair for Programming (Chairman) and two other members of the Board of Directors as assigned by the Chair. Additional members of the Committee from the Board or General Membership may be added to the Committee by nomination from the Chair or Vice- Chair for Programming and approval of the Board of Directors.

### **SECTION 6.0.3 - THE MEMBERSHIP COMMITTEE**

- A. Duties. The members of the Membership Committee shall recommend to the Board of Directors an annual plan for increasing the membership of the Section and ensuring the satisfaction of the existing membership. This plan should include a recommendation for annual dues amounts and categories as well as a statement of membership goals and a strategy for reaching the goals. The dues amounts and membership goals and strategies must be approved by the Board of Directors prior to enactment by the Committee.
- B. Committee Membership. The Membership Committee shall consist of Vice-Chair for Membership (Chairman) and two other members of the Board of Directors as assigned by the Chair. Additional members of the Committee from the Board or General Membership may be added to the Committee by nomination from the Chair or Vice-Chair for Membership and approval of the Board of Directors.

### **SECTION 6.0.4 - THE COMMUNICATIONS COMMITTEE**

- A. Duties. The members of the Publications Committee shall enact the Section publications as approved by the Board of Directors. The Committee should recommend to the Board of Directors and annual plan and budget to support the work of the Committee. The plan and budget must be approved by the Board of Directors prior to enactment by the Committee.
- B. Committee Membership. The Communications Committee shall consist of Vice-Chair for Communications (Chairman) and two other members of the Board of Directors as assigned by the Chair. Additional members of the Committee from the Board or General Membership may be added to the Committee by nomination from the Chair or Vice-Chair for Communications and approval of the Board of Directors.

**SECTION 6.05 – NOMINATIONS COMMITTEE.** The Nominations Committee to nominate candidates for office and for membership on the Board of Directors. The Nominations Committee shall include three Section Members as outlined below.

- A. The Immediate Past Section Chair (Chair in years when this office is filled)
- B. The Section Chair (Chair in years when there is no Immediate Past Section Chair)
- C. One other member of the Board of Directors when there is no Immediate Past Chair.
- D. One Section Member who is not a member of the Board

**SECTION 6.06 – AWARDS COMMITTEE.** The Awards committee shall be composed of a Committee Chair (appointed by the Section Chair), the Treasurer, all living Founders and one other member of the Board. The Awards Committee is charged with determining the recipient of any of the awards bestowed by the Section. Their selection must be ratified by the Board of Directors at the next scheduled Board meeting. The composition of the wording of awards and resolutions shall be the responsibility of the committee.

**SECTION 6.07 – AD HOC COMMITTEES.** Such other committees as may be necessary or desirable to effectuate the objective and purposes of the Section shall be appointed by the Chair on an ad-hoc basis, subject to the approval of the Board of Directors.

**SECTION 6.08 – APPOINTMENT OF COMMITTEES.** The Section Chair shall have the power at any time to fill non-elected vacancies, to change the membership of, and to appoint or to discharge any committee. The Section Chair shall have the power to appoint ex-officio members of the Board of Directors.

**ARTICLE VII  
FINANCES**

**SECTION 7.01 – OFFICERS EMPOWERED TO SIGN.** The Treasurer or the Chair shall sign all contracts and agreements, checks, and other negotiable instruments and endorsements of the Midwest Section.

**ARTICLE VIII  
AMENDMENTS TO THE BY-LAWS**

**SECTION 8.01 – PROPOSAL FOR AMENDMENTS.** These by-laws may be amended at any regular or special meeting of the General Membership of the Section in the following manner: Any proposal shall be in writing, endorsed by not fewer than five (5) members and filed with the Secretary of the Section.

**SECTION 8.02 – NOTIFICATION OF PROPOSAL FOR AMENDMENTS.** When such a proposal has been properly filed with the Secretary of the Section, the Secretary shall distribute a copy of such proposed amendment to each member together with a notice of the time and place of the meeting to be held to consider such amendment, on a date no less than fifteen (15) days following the date of such distribution. Enclosed will be a ballot providing the option of either an absentee or proxy vote, to be used with an authorized signature. If a proxy vote is chosen the designated proxy must be identified in writing and be a paid-in-full member of the Section at the time of the amendment distribution.

**SECTION 8.03 – ADOPTION OF AMENDMENTS.** Any amendment to these bylaws shall require an affirmative vote of at least two thirds (2/3) of the quorum, proxy and absentee ballots present at the meeting called to consider its adoption.

**SECTION 8.04 – NOTICE.** The Secretary shall mail or similarly distribute a copy of each adopted amendment within thirty (30) days of its adoption to each member of The Section.

**ARTICLE IX  
DISSOLUTION**

**SECTION 8.01 – DISSOLUTION OF THE SECTION.** In the event of dissolution of this organization, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized and operated exclusively for such purposes.

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