

# Gatesinger Company, Ltd.

## Bylaws

### ARTICLE I

#### Parties: Name

This Organization shall be named **Gatesinger Company, Ltd.** (hereinafter “The Company”).

The Company may be comprised of any of ~~all of~~ the following subsidiaries, as well as any subsidiaries created by the Company in the future:

- *Pultneyville Civic Light Opera Company (PCLOC)*. Repertory Theater Company that performs Gilbert & Sullivan operettas each summer in conjunction with the Pultneyville Homecoming.
- *Gatesingers*. Performs any type of theater production and is open to any interested person age 12 and above.
- *YouTheatre*. Performs any type of theater production by students age 12 through high school.
- ~~*The Entertainers*. The Company’s goodwill ambassadors. Small group that performs short programs for local organizations, providing good examples of Company productions.~~
- ~~*The Junior Entertainers*. Similar to Entertainers except made up of children under 12. Training ground for young people who want to participate in theater and in future production of The Company.~~
- ~~*Pultneyville Players*. Performs non-musical theater productions by any interested persons age 12 and above.~~

### ARTICLE II

#### Purposes

~~The purposes for which The Company is formed are: to continue the long-standing tradition of community theater in Gates Hall, Pultneyville, NY; to provide an opportunity for anyone interested in live theater to participate therein; to provide a forum for young people to participate in theater and have the opportunity to perform with and experience all aspects of live productions with experienced adults; and to establish and maintain the appropriate organizational structure(s) to accomplish the above.~~ specific purposes for which The Company is organized are: (a) to cultivate, promote, foster, sponsor, develop, and encourage appreciation, understanding of and public interest in the fields of theater, dance, music and other arts, whether ancient or contemporary, (b) to promote and encourage talent and ability in interpretation, performance, composition or creation of works in any of the said fields, and provide a forum for individuals to

improve or develop their capabilities in the arts, and direct and assist them in such efforts, (c) to present public performances in any of the artistic fields for the benefit of the surrounding communities, and (d) to solicit contributions from individuals, foundations, corporations and government units to support the forgoing purposes and to make grants, contributions and payments to accomplish said purposes. ]

### ARTICLE III

#### Productions

1. The Company shall produce and support high quality theater productions. A typical Gatesinger season shall include but not be limited to: a summer Gilbert & Sullivan production, a fall YouTheatre show, and a Spring show. Variations from the season schedule may be approved by a two-thirds vote of the Board of Directors.
2. All productions should have a written proposal to the Artistic Direction Committee and the Board of Directors. The Summer PCLOC show shall be in a rotation as attached in Appendix A to these Bylaws. The rotation may be modified by a majority vote of the Board.
3. All other productions of The Company shall be in accordance with these Bylaws.

### ARTICLE IV

#### Membership

1. Membership ~~is~~. The Company shall have two (2) classes of members: Members and Voting Members.
2. Member. Membership is open to any individual of any age who has an interest or desire to participate in or support community ~~theater, theatre.~~ A Member is an individual who is doing one or both of these things.
3. Voting Member. To be a Voting Member of The Company, an individual:
  - A. must be 12 years of age, and
  - B. must be actively participating in some aspect of a show of The Company currently in production as confirmed by the director, or
    - ~~A. must have actively participated in some aspect of a minimum of one production of The Company within the current, or prior year, or~~
    - ~~B.C. must have actively participated in some aspect of three productions completed~~ show of The Company during the current fiscal year or past five (5) fiscal years. Active participation is determined by the Member's name being listed in the program as a member of the cast or production team, or
    - ~~C.D. must have been currently serving or has~~ must have been currently serving or has served on the Board of Directors, ~~served on~~

a committee of The Company, or held a company staff position during the current or past fivefour (4) fiscal years.

~~3.4.~~Removal. ~~A member~~Any Member or Voting Member of The Company may be removed, ~~by~~from any and all participation in The Company by a two-thirds vote of the Board of Directors, for any of the following:

A. conviction of a crime;

B. sexual or other harassment;

C. willfully defacing or destroying ~~or any property of The Company or Gates Hall;~~

~~C.~~D. \_\_\_\_\_ permanently altering any property of The Company or Gates Hall- without prior approval of the Board;

~~D.~~E. \_\_\_\_\_ willfully holding or attending any function of The Company without anwhen no adult (~~overaged~~ 21 years ~~of age~~)or older is present;

~~E.~~F. \_\_\_\_\_ willfully allowing or causing the use of any property of The Company or Gates Hall without prior approval of the Board;

~~F.~~G. \_\_\_\_\_ attempting to represent or legally bind The Company without prior approval of the Board;

~~G.~~H. \_\_\_\_\_ willfully deviating from the Production Policies and Procedures in the Director's Manual without prior approval of the Board; or

~~H.~~I. \_\_\_\_\_ any other action deemed inappropriate.

## ARTICLE V

### Board of Directors

#### 1. Duties—Meetings of The Company

1. Annual Meeting. The Annual Meeting of The Company shall be in June of each year. The Annual Meeting shall be held at Gates Hall, or another suitable location as determined by the Board of Directors. The agenda for the Annual Meeting shall include the election of officers and directors for the upcoming term, a financial report by the Treasurer, a "State of the Company" address by the President or designee, and other pertinent Company business as warranted.

2. Other Meetings. Other Meetings of The Company may be called by:

A. The Board of Directors; or

B. A petition to the Board of at least ten (10) Voting Members of The Company.

3. Notification. Notification of meetings stating the time and place shall be made by mail, email, and/or fax at least ten (10) days prior to meetings of The Company to each Voting Member entitled to attend.

4. Waiver. The presence of any Voting Member at a meeting of The Company shall constitute

a waiver of notice of such meeting for any such Voting Members.

5. Quorum. At least ten percent (10%) or 100 (whichever is less) of the Voting Members must be present to constitute a quorum for the transaction of business at a member meeting of The Company. When a quorum is once present, it is not broken by the subsequent withdrawal of a Voting Member. If a quorum is not present, the meeting may be adjourned to another time and place. A record of current Voting Members is to be kept by the Secretary or other staff person as appointed by the Board and such record shall be the basis for determining the total number of eligible Voting Members at a given meeting.

6. Voting.

A. Every Voting Member of record, in good standing, shall be entitled to one (1) vote at every meeting of The Company.

B. Except as otherwise provided for herein, at any meeting of The Company, every proposal, motion, or resolution shall require an affirmative vote of a majority of Voting Members present to be adopted.

C. Members of The Company may attend and may take part in discussions, but shall not be entitled to vote.

## ARTICLE VI

### Board of Directors

1. Duties. The Board of Directors (referred to herein as the “Board” or the “Board of Directors”) shall be the governing body of The Company. ~~The President of The Company shall be the chair of the Board of Directors.~~ It shall be the responsibility of the Board of Directors to oversee all aspects of The Company, its subsidiaries, committees, company staff, and sub-committees. Additionally, the Board of Directors shall be responsible for:

A. Reviewing The Company Bylaws on a regular basis and proposing updates, as required.

~~A.B.~~ \_\_\_\_\_ Preparing, reviewing, and updating the Director’s Manual/Production Guidelines.

~~B.C.~~ \_\_\_\_\_ Reviewing and approving ~~all~~ written material (letters, programs, advertisements, brochures, newsletters, press releases or any other item) which is to be distributed by, on behalf of or representing The Company or any subsidiary thereof.

~~C.D.~~ \_\_\_\_\_ Appointing a ~~Mentor~~mentor to provide advice, assistance, and guidance to the Director or individual in charge of any performance, production, or other function of The Company or any subsidiary thereof where deemed necessary.

~~D.E.~~ \_\_\_\_\_ Negotiating any contracts, leases, etc. for The Company or any subsidiary thereof.

~~E.F.~~ \_\_\_\_\_ Selecting the productions to be performed by The Company.

~~F.G.~~ \_\_\_\_\_ Performing any other function which promotes The Company’s purpose.

~~G.H.~~ \_\_\_\_\_ Creating and appointing company staff positions as needed.

~~H.I.~~ \_\_\_\_\_ Establishing a ~~board~~Board election process and appointing a Youth Liaison to the

Board.

J. ~~2-~~ Establishing a conflict of interest policy.

2. Members. The Board of Directors shall be comprised of seven (7) Voting Members and one non-voting (1) Youth Liaison, elected in accordance with these bylaws:

A. ~~Seven members, made up of the four~~Four (4) officers of The Company, ~~and three members elected by the members: President, Vice President, Treasurer, and Secretary;~~

B. Three (3) at-large Voting Members; and

C. One (1) Youth Liaison.

3. Chair. The President of The Company ~~in accordance with these Bylaws, and~~ shall be the chair of the Board of Directors.

~~A. An honorary chairperson and/or a Youth Liaison to be appointed by the Board.~~

4. ~~3-~~ Youth Liaison. The Board of Directors shall appoint to the Board a Youth Liaison for a one (1) year term, to serve in a non-voting advisory position on the Board of Directors. The Youth Liaison shall be a Voting Member of The Company who: 1) has not yet graduated high school as of the date of the appointment, and 2) is between the ages of twelve (12) and twenty-one (21) years on the date of appointment. It is required that the Youth Liaison will participate in the YouTheatre production during his/her term, unless circumstances prevent that participation and the Board of Directors waives the requirement.

#### 4.5. Meetings.

- A. The Board of Directors shall meet a minimum of six (6) times per year, at a time and place to be determined by the Board. ~~Five members shall constitute a quorum.~~  
Members of the Board of Directors shall attend all scheduled meetings ~~of the Board.~~

~~4. Removal. An Officer or Director may be removed, after having the opportunity to be heard, by a two-thirds affirmative vote of the Members at any scheduled meeting provided notice of such vote is sent to all members at least thirty days prior to such meeting.~~

## ARTICLE VI

### Meetings of The Company

~~1. Annual Meeting. The annual Meeting of The Company shall be in June of each year. The Annual Meeting shall be held at Gates Hall, or another suitable location if directed by the Board of Directors. The agenda for the Annual Meeting shall include the election of officers and directors for the upcoming term, a financial report by the Treasurer, and a "State of the Company" address by the President or designee.~~

#### 2. Other Meetings.

- A. Other meetings of The Company may be called by
- i. ~~The Board of Directors~~
  - ii. ~~A petition to the Board of ten voting members of the Company~~

~~B. Notification of meetings shall be made via the Gatesinger website.~~

~~C. The presence of any member at a meeting of The Company shall constitute a waiver of notice of such meeting for any such members.~~

B. Four (4) Board of Directors eligible to vote shall constitute a quorum.

C. Except as otherwise provided for herein, at any meeting of the Board of Directors every proposal, motion, or resolution shall require an affirmative vote of a majority of Directors present and eligible to vote to be adopted.

D. An action may be taken by the Board without holding a meeting if all Directors who are eligible to vote consent in writing or electronic communication to the adoption of a resolution authorizing the action.

## ARTICLE VII

### Voting

~~1. Except as otherwise provided for herein, at any meeting of The Company, the Board of Directors, or a subsidiary, or any committee or sub-committee thereof, every proposal, motion, or resolution shall require an affirmative vote of a majority of members to be adopted.~~

~~2. Only members may vote at meetings of The Company, a subsidiary, a committee, or a sub-committee thereof. Non-members participating in any activity of The Company may attend and may take part in discussions, but shall NOT be entitled to vote.~~

## **ARTICLE VIII**

### Officers and Directors

1. ~~1. Elected Officers and Directors.~~ At each Annual Meeting of The Company, held in an odd number year, a President and Treasurer shall be elected for a term of two (2) years. At each Annual Meeting of The Company held in an even number year, a Vice-President and Secretary shall be elected for a two (2) year term. In addition, at each Annual Meeting of The Company, open positions for ~~non-officer~~at-large Directors shall be elected for two (2) year terms. Each Officer and Director shall hold office until a successor shall have been elected or appointed, or until his or her resignation or removal. ~~A vacancy may be filled by the Board of Directors. The Honorary Chair and the Youth Liaison shall be appointed by the Board for a one year term.~~
2. ~~2. Duties of Officers.~~
  - A. **The President** shall be the chief executive officer of The Company. ~~He or she~~ The President shall have authority to direct the work of The Company, to supervise the activities of all other officers ~~and employees~~, and to represent The Company in any matter, subject to the approval of the Board of Directors.
  - B. **The Vice President**, during the absence of the President, shall exercise the powers and perform the duties of the President. In the event of a vacancy in the office of President, the Vice President shall become President for the remainder of that term of office. The Vice President shall also perform such other duties as may be assigned to him or her by the Board of Directors.
  - C. **The Treasurer** shall be a custodian of all moneys and funds of The Company, and shall make disbursements of such money and funds as authorized by the Board of Directors. The Treasurer shall render a report on the financial status of The Company at each meeting of the Board and at the annual meeting of The Company. All money and funds of The Company shall be maintained in such accounts and depositories as directed by the Board of Directors. The Treasurer shall also perform such other duties as may be assigned to him or her by the Board of Directors.

D. **The Secretary** shall keep a record of all proceedings of The Company. The Secretary shall give proper notice of meetings as required by these Bylaws, and shall transmit to each member of the Board a copy of the minutes of each meeting of The Company. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors.

3. ~~3.~~ Qualifications.

A. The offices of President, Vice President, Secretary and Treasurer must be held by a ~~voting member~~ Voting Member of the company who is at least twenty-one (21) years of age on the date of election. ~~With the exception of the Youth Liaison, board members~~

B. At-large Directors must be held by a Voting Member at least eighteen (18) years of age on the date of election. ~~The Honorary Chairperson~~

A.C. At least one (1) member of the Board of Directors shall be a long-standing ~~member~~ Member of the Company who has made a significant contribution to the success of the Gatesinger Company during his or her lifetime. ~~The Youth Liaison shall be a voting member of the Company between the ages of 12 and 18 on the date of appointment.~~

4. Removal. An Officer or Director may be removed at any scheduled meeting, for cause, by a majority affirmative vote of the entire seven (7) member voting Board provided notice of such vote is sent to all Board of Directors at least seven (7) days prior to such meeting.

5. Resignation. A director may resign at any time by giving written notice to the Board or any officer of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. Vacancies. A vacancy shall be filled by appointment by the Board of Directors until the next Annual Meeting.

## **ARTICLE IXVIII**

### Committees

1. ~~1.~~ Standing Committees. There shall be the following Standing Committees, the chairs and members of which shall be designated annually by the President, with ~~the consent~~ a majority vote of the Board of Directors:

A. **Nominating Committee:** Shall ~~have not less than~~ be comprised of at least three ~~members~~ (3) individuals and meet at the call of the Chair to nominate a slate of Officers and Directors to be voted upon at the next Annual Meeting. The committee shall report to



the Board of Directors no later than the May meeting of the Board in each year.

B. **Finance Committee:** ~~The committee shall~~ Shall be comprised of at least three (3) individuals and assist the treasurer in preparing the annual budget of The Company, and in any other matters requested by the treasurer. The committee may monitor and oversee the expenditure of funds on an ongoing basis, and shall participate in audits as requested by the Board.

C. **Artistic Direction ~~committee: Shall~~ Committee:** Shall be comprised of at least three (3) individuals and review all proposals received for any production, performance, or other activity of the Company. After review, the committee shall report their recommendations to the Board of Directors ~~for consideration.~~ The Board may disqualify ~~only those~~ proposals ~~which,~~ for fiscal, moral, or ethical reasons ~~may threaten the well-being of The Company.~~

2. ~~2.~~ Other Committees. The Board may appoint such other committees as may be deemed necessary to carry on the work of The Company.

3. ~~3.~~ All Committees.

A. At any committee meeting, a majority of committee members shall constitute a quorum. Action may be taken by a committee only upon the affirmative vote of a majority of committee members.

B. Committee members shall serve a one- ~~(1)~~ year term from the ~~time of appointment.~~ first Board meeting following the Annual Meeting.

C. The Board may request a report from any committee at any Board or Company meeting.

## ARTICLE IX

### General

1. Execution of Documents/Contracts/Loans. The Board of Directors may authorize any officer or officers, in the name of and on behalf of The Company to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances; but unless so authorized by the Board or expressly authorized elsewhere in these By-Laws, no officer or agent shall have any power or authority to bind The Company by any contract or engagement or to render it liability in any amount for any purpose.

2. Checks. All checks, drafts or other orders for the payment of money out of the funds of The Company shall be signed on behalf of The Company in such manner as shall from time to time be determined by a resolution of the Board.

3. Office. The office of The Company shall be at such place in the state of New York as the Board of Directors may determine from time to time.

4. Books and Records. There shall be kept at the office of The Company or in the possession of

the Treasurer and Secretary, as determined from time to time by the Board of Directors: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors and any committee of the Board; (3) a current list of the Directors and officers of The Company; (4) a list of all current Voting Members; (5) a copy of these By-Laws; (6) a copy of The Company's application for recognition of exemption with the Internal Revenue Service; and (7) a copy of any informational returns filed with the Internal Revenue Service or an agency of New York state.

5. Fiscal Year. The fiscal year of The Company shall begin on July 1 and end on June 30.

## **ARTICLE X**

### **Parliamentary Procedures**

~~In the case of any dispute, the most recent edition of *Roberts Rules of Order* shall govern the proceedings of The Company in any matter not covered by these Bylaws.~~

## **ARTICLE XI**

### **Amendment of Bylaws**

These Bylaws may be amended, altered, or repealed at ~~anya~~ meeting of ~~the members~~The Company by the affirmative vote of a majority of the ~~members~~Voting Members present, provided written notice of such proposed action, including the text of any proposed change(s), is provided electronically or by mail to all ~~members~~Voting Members at least thirty (30) days prior to such meeting. Any such amendment, alteration, or repeal shall take effect immediately upon adoption by the ~~members~~Voting Members.

## **ARTICLE XII**

### **Non-Discrimination**

~~The Gatesinger Company conforms to and complies with all applicable federal, state, and local government laws concerning discrimination. The Company does not discriminate against any employee, volunteer, or member, including but not limited to: hiring, placement, upgrading, transfer, promotion, demotion, job assignment, or discipline including, but not limited to: age, ancestry, citizenship, ethnicity, family care status, gender identity, gender expression, marital status, medical condition, disability, race, religion, sex, sexual orientation, and veteran status.~~

## Appendix A

### Summer Pultneyville Civic Light Opera Company (PCLOC) Show Rotation

The first Gilbert and Sullivan operetta was performed by the Pultneyville Civic Light Opera Company (PCLOC) in Gates Hall for Pultneyville Homecoming in July of 1961.

A ten year cycle developed as the operettas were performed annually in rotation. In 2000 a 40<sup>th</sup> Anniversary Review was staged. In 2009 Sorcerer was performed in place of Yeoman of the Guard and in 2010 a double header of Trial by Jury and a 50<sup>th</sup> Anniversary Review was offered.

The operettas are given in a rotation:

- 01 H.M.S. Pinafore
- 02 Ruddigore
- 03 Pirates of Penzance
- 04 Patience
- 05 Iolanthe
- 06 The Mikado
- 07 The Gondolier
- 08 Princess Ida
- 09 Yeoman of the Guard
- 10 The Sorcerer and/or Trial By Jury