

# **By-Laws of ESTA- Eastern States Theater Association, Inc.**

FINAL v3 dated August 27, 2016

## **Article I: Purpose**

ESTA-Eastern States Theater Association, Inc. (ESTA) is organized and operated as "a 501(c)(3) not for profit corporation exclusively for educational, artistic and charitable purposes." Generally the purposes of the corporation shall be to continue a body through which the community theatre associations of the States of Delaware, Maryland, New Jersey (Inactive), New York, and Pennsylvania may cooperate with one another to further the following goals:

1. Promote the general welfare of community theatre;
2. Promote the cultural growth of theatre art through the mutual exchange of knowledge and assistance;
3. Assist in the development of the arts and crafts of theatre within the academic and educational communities by rendering advice on curriculum and facilities and the cooperative utilization of organized theatre resources within the community.
4. Create a broad and general interest in the theatre arts.
5. The Association is not formed for pecuniary or financial gain and no part of the its assets, income, or profit thereof shall be distributed to or inure to the benefit of its members, or Officers.

## **Article II: Membership**

### Section 1:

Membership shall be open to accredited community theatre associations of States of Delaware, Maryland, New Jersey, New York, and Pennsylvania. Such organizations shall be bona fide organizations representing said States.

### Section 2:

Accreditation for membership shall require a favorable vote by 2/3 of the Officers and Director-Representatives, provided said Officers and Director-Representatives have been given ninety (90) days prior notice of the voting.

### Section 3:

An accredited State organization shall become a member upon payment of dues.

### Section 4:

Each Officer and each Director-Representative shall be entitled to one (1) vote excluding the Past President who will only vote to break a tie.

### Section 5:

The Association shall keep current its membership in the American Association of Community Theatres.

## **Article III: Officers and their Election**

### Section 1:

The officers of the Association shall be:

- President
- Vice-President
- Vice-President for Festivals

- Secretary
- Treasurer
- Immediate Past President

Section 2:

Officers (excluding the Immediate Past President and Treasurer) shall be elected at the annual meeting of the Board of Directors (known as "the Board") for two (2) year terms. The same person may be elected to the same office for a second term of two (2) years. After an intervening succession, that person is eligible for reelection. The Treasurer can be elected for successive two (2) year terms.

Section 3:

The President and Secretary shall be elected in even numbered years and the Vice-President and Treasurer in odd numbered years. The VP-Festivals will also be elected in odd-numbered years. The current VP-Festivals is re-appointed by the President until the 2017 elections when election will replace this appointment.

Section 4:

In the event that an Officer is unable to continue in office, an election shall be held at the next meeting of the Board of Directors (known as "The Board") to elect an interim Officer to complete the unexpired term.

**Article IV: Duties of Officers**

Section 1:

The President shall preside at all meetings; establish required committees; conduct planning and outreach projects, and shall have such powers as may reasonably be construed as belonging to the chief executive of any organization.

Section 2:

The Vice-President shall assist the President as required; preside at all meetings in the absence of the President; and shall assume such duties as may be assigned by the Board of Directors (known as "The Board").

Section 3:

The Secretary shall keep all minutes; see that all books, reports, and certificates are properly kept, filed and transferred; attend to all correspondence of the Association, and exercise all duties relevant to the office of Secretary.

Section 4:

The Treasurer shall be custodian of all moneys, sign checks, keep all records of monies, render written accounts of the finances at meetings and at such other times as directed by the Board and exercise all duties relevant to the office of Treasurer.

Section 5:

The Immediate Past President shall server as advisor to the Board and assume such duties as may be assigned by the Board of Directors (known as "The Board")s.

Section 6:

The Vice-President for Festivals shall chair and be responsible for all ESTA Festivals.

## **Article V: Board of Directors (known as "The Board")s**

### Section 1:

The Board of Directors (known as "The Board") shall be comprised of the Officers of the Association and Director-Representatives from each member State. Its chairperson shall be the President of the Association. Each member State can have a maximum of four (4) Director Representative for a four (4) year term of office. Such terms of office can be staggered by authorizing each sState to name one (1) representative each for a four (4) year term.

### Section 2:

The Board of Directors (known as "The Board") shall be empowered to act for the Association in the intervals between meetings of the Association.

### Section 2:

In the event of a vacancy on the Board of Directors (known as "The Board"), if the vacancy is that of an Officer of the Association, the Board shall appoint one of its immediate Board members to fill the unexpired term of office vacated. If the vacancy is that of a Director-Representative, the State concerned shall name a replacement. The replacement named by the State shall not be eligible for a vacancy occurring among the Officers of the Association.

### Section 3:

Details of expected attendance at Board meeting are delineated in the latest version of the ESTA Policy Guide located on the website.

## **Article VI: Agent**

### Section 1:

Incorporated in the State of Delaware. The principal office of the Association and its agent therein, upon whom process of against the Association may be served, shall be: an agreeable officer from the State of Delaware appointed by the President of ESTA.

## **Article VII: Committees**

### Section 1:

In addition to the Standing Committees hereinafter authorized, the President shall create such committees as are deemed necessary to conduct the affairs of the Association.

### Section 2:

Standing Committees:

#### A. Executive Committee

There shall be an Executive Committee of five (5) consisting of the Officers. The Executive Committee shall transact business of the Board between meetings of the Board.

#### B. Nominating Committee

The Nominating Committee shall consist of three (3) members of The Board appointed by the President. The committee shall present to the members of the Board in writing at least thirty (30) days before the Annual Meeting the list of nominees for the appropriate officers as stated in Article III, Sections 2 and 3. Nominations from the floor may be made provided the nominee is qualified and consent of the nominee has been previously obtained.

#### C. Finance Committee

The Finance Committee shall consist of three (3) members appointed by the President, one of whom shall be the Treasurer. One (1) member appointed by the other Committee members shall chair the Committee. The Committee shall oversee all financial activities of the Association and shall arrange for an annual review or audit of the books within three (3) months of the end of the Fiscal Year reporting back to the Board by the first Board meeting of each year.

## **Article VIII: Meetings**

### Section 1:

The President shall call at least two (2) meetings of the Board to Directors of the Association annually, one of which shall take place within thirty (30) days of the conclusion of the ESTA Annual Regional Community Theatre Festival, and one (1) within the last three (3) months of the calendar year. Other meetings may be called as shall be deemed necessary.

### Section 2:

All meetings shall be conducted in accordance with Robert's Rules of Order (Revised).

### Section 3:

At least fourteen (14) days notice of meetings shall be given each Officers and Director-Representatives. As far as practicable, such notice shall contain an agenda and attachments for the business to be transacted at the meeting.

### Section 4:

A quorum shall consist of 2/5ths of the membership to be in attendance. The quorum is used to determine the ability to conduct voting at the meeting. Voting approval requires 2/3rds of those in attendance. (Refs: II.2 and X.1 to keep voting consistency)

## **Article IX: Dues and Fiscal Year**

### Section 1:

All fees and dues shall be determined by the Board of Directors (known as "The Board"). Dues shall be paid annually.

### Section 2:

The fiscal year shall be the calendar year.

## **Article X: Amendments**

### Section 1:

These By-laws may be amended at any meeting of the Board of Directors (known as "The Board") by a (2/3) vote of the Officers and the Director-Representatives, provided the proposed amendment has been submitted in writing to the Officers and Director-Representatives thirty (30) days prior to voting.

## **Article XI: Indemnification**

### Section 1:

The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, trustee, officer, employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section 2:

Upon the majority vote of a quorum of the Board of Directors (known as "The Board"), the corporation may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation shall have indemnified him against such liability under the provisions of the Article.

**Article XII: Dissolution**

Section 1:

Upon dissolution of the Association, all assets of the corporation, after payment of its just debts, shall be transferred or distributed equally to each member State organization in existence, provided they are a 501(c)(3) organization and adhere to purpose of the Association.