



**AMENDED AND RESTATED BYLAWS
OF SOUTH BEND CIVIC THEATRE, INC.
(Approved November 28, 2023)**

**ARTICLE I
Name and Objectives**

Section 1.01 Name. The name of the organization is South Bend Civic Theatre, Inc., hereafter referred to as “Civic” or “Corporation.”

Section 1.02 Objectives. The Articles of Incorporation (“Articles”), Article 2, govern the purposes for which Civic was formed, including without limitation promoting community interest in theatre and providing a medium through which talent in acting, directing, music, playwriting, choreography, and technical fields of theater may be exercised.

Section 1.03 Nonprofit Status. Civic is nonprofit and cannot issue capital stock. The Board of Directors (“Board”) may not commit or allow to be committed any act prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any of the rules and regulations promulgated thereunder, or the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

**ARTICLE II
Membership**

Section 2.01 Classes. Civic has four classifications of membership, including General, Junior, Honorary, and Lifetime, as stated in the Articles of Incorporation.

- (a) General membership is open to all people 18 years of age or older who subscribe to the objectives of Civic. This general membership will be entitled to one vote and to hold office.

(b) From time to time, the Board, by a two-thirds vote of those present and voting, may bestow honorary membership on persons who have made outstanding contributions to area theater or other cultural activities. This honorary membership must be for a specified time. The honorary member may or may not be entitled to vote or hold office as determined by the Board.

(c) From time to time, the Board, by a two-thirds vote of those present and voting, may bestow lifetime membership on persons who have been members of Civic for at least 10 years and have made outstanding contributions to Civic during that period. The Board will determine the benefits of lifetime membership.

Section 2.02 Term and Certain Rights. Except for lifetime and honorary membership, the term of membership of all other members will be one calendar year. The number of terms of membership that a person may enjoy is not limited. Each member entitled to vote is limited to one vote on matters brought before the membership. The voting membership will be entitled to vote on the election of the Board and any other matter requiring a membership vote under the Act. The right of a member to vote and any other membership rights will cease upon termination of the membership. No member will be entitled to share in the distribution of any assets of Civic in the event Civic is dissolved.

Section 2.03 Termination of Membership. Any member may resign at any time by giving written notice of such resignation to the President or Secretary of Civic. Any member may be involuntarily terminated or expelled after proper notice to the member, an opportunity to be heard, and majority vote of the Board in accordance with procedures fair and reasonable under the circumstances. In no event will dues or monetary donations be refunded when a membership is terminated.

Section 2.04 Advisory Council. The Advisory Council is an ad hoc group that helps to compliment the board's skills and abilities and assists the organization toward its stated mission and annual goals. The Advisory Council provides advice and support in specific areas where that expertise may not currently be available on the Board. The Advisory Council's authority does not replace or usurp the authority of Civics' Board of Directors. Individuals who have shown exceptional interest and support for the Civic may be invited, with Board approval, to join the Advisory Council.

ARTICLE III Meetings and Quorums

Section 3.01 General and Special Membership Meetings. An annual meeting of the general membership will be held before November 30 of each year or at such hour, date, and place as may be determined by the Board. The Executive Director will report on the "State of Civic" to the members at each annual meeting. Special meetings of the members may also be called by the President or the Board at such hour, date, and place stated by notice. Minutes of the annual meeting will be made available by request.

Section 3.02 Notice of Member Meetings and Quorum. Notice of the hour, date and place of

each meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be given to each member by the Secretary or designee at least 10 days (and not more than 60 days) before the meeting. The notice may be sent by any means contemplated to reach the voting member, including without limitation mail, telephone, email, or personal delivery. Notice of any meeting of members may be waived in writing and signed by any member. In addition, attendance at any meeting will also constitute a waiver of notice of that meeting unless a member attends and properly objects. Eighteen (18) members in good standing, represented in person or by proxy, will constitute a quorum for the transaction of business at any meeting of the members of Civic.

Section 3.03 Membership Voting Rights and Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy is valid after 11 months from the date the member signs the proxy (unless otherwise provided in the proxy). Each member present in person or by proxy is entitled to cast one vote on each question voted on at meetings of the members.

Section 3.04 Regular Board Meetings. Regular meetings of the Board will be held at a frequency determined by the Board, but no less than quarterly, and at such time, date, and place as determined by the President. A simple majority of the current number of Directors will constitute a quorum.

Section 3.05 Special Board Meetings. Special meetings of the Board may be called by the President or must be called by the Secretary upon receipt of a written request signed by at least six (6) Directors. The officer calling the meeting must notify each Director in advance of the hour, date, and place of the meeting.

Section 3.06 Notice of Board Meeting. Notice of all Board meetings, as well as any change of time, date, or place of any previously scheduled regular meeting, must be given at least two days before the meeting. The notice may be sent by any means contemplated to reach the Director, including without limitation mail, telephone, facsimile, email, or personal delivery. Notice of any Board meeting may be waived in writing signed by a director and will be waived by the Director's attendance at such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.07 Meeting by Other Means. Directors and committee members may participate in a meeting through any means of communication by which all persons participating may communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE IV

Board of Directors

Section 4.01 Number, Qualification, and Term. The Board will consist of at least twelve (12) and no more than (18) Directors, with the actual number being determined by the Board from time to time, not more frequently than annually. Each Director may serve a three (3) year term and will be elected at Civics' annual membership meeting. An effort will be made to stagger terms so that

approximately one-third of Directors are elected each year, and in selecting a balanced representation from the theatrical arts as well as the business and professional community. Civic action will not be considered invalidated merely because the number of elected Directors falls below (12) twelve. No person employed by the Corporation whose income is subject to IRS withholding will be eligible to serve on the Board. The term of newly elected Directors will begin to run on the first day of the calendar year immediately following election by the general membership unless the Director fills a vacancy per Section 4.03. No Director may serve more than (2) two consecutive terms, whether partial or not, unless the Board approves a third term by majority vote.

Section 4.02 Duties. The business, property, and affairs of Civic will be managed and controlled by its Board, including without limitation all business of Civic between annual membership meetings and such other matters as may be referred to it by the membership. Directors will serve on a voluntary basis and will not be compensated.

Section 4.03 Board Vacancies. Any Board vacancy caused by death, resignation, removal or otherwise may be filled by election of a majority of the Directors remaining in office. A Director elected to fill a vacancy will hold office until the expiration of the original term. No vacancy may be filled by a person who has finished serving two consecutive Board terms, or portions thereof, ending the preceding year, except as a third term is approved under Section 4.01.

Section 4.04 Removal of Board Members. Any Director, including officers, may be removed by a two-thirds vote of the Board present and voting, after notice, for (a) three (3) unexcused absences from Board meetings within one calendar year, or (b) for conduct detrimental to Civic. Without necessarily instituting formal removal proceedings, the Secretary will notify the Board and Director of a third unexcused absence when that absence occurs.

ARTICLE V Executive Director & Committees

Section 5.01. Executive Director. The day-to-day operation of Civic is vested in an Executive Director who reports to the Board and is responsible for filling, supervising, and managing all other paid Civic staff positions.

Section 5.02 Board Committees. The President or Board may create committees to conduct certain functions or to make recommendations to the Board (“Board Committee”). A Board Committee has no authority to manage or bind Civic, or to enter into any contract for Civic, unless the Board adopts a resolution granting specific authority to such Board Committee. Each Board Committee must consist of at least (1) one Director. The President may appoint other individuals to serve on each Board Committee and will select each chairperson. The President is an *ex officio* member of all Board Committees. Subject to the President’s discretion, Civic’s Executive Director shall serve as an *ex officio* member of each Board Committee.

Section 5.03. Core Committees. In addition to the option to create other Board Committees, Civic will have four standing Core Committees: Governance, Programming, Development, and Operations. Designation of any committee or the delegation of any authority will not operate to relieve the Board of any responsibility imposed by law. All Directors will serve on at least (1) one Core Committee, and the President will appoint a director to serve as the chair of each Core

Committee. The Core Committees will have responsibility for the oversight of those matters described in the respective sections below. Core Committees may also elect to delegate certain matters to subcommittees, including those standing subcommittees described below or any other subcommittee which the chair of the Core Committee may create. All subcommittees of a Board Committee must include at least (1) one Director. The Chair of the Core Committee will make recommendations to the President for appointments of any Board Committee members.

Section 5.04 Governance Core Committee. The Governance Core Committee will be a Core Committee charged with nomination of Director candidates; review of the Executive Director; strategic planning for the Civic; and maintenance of the Civics' bylaws.

- (a) The Governance Core Committee will have a standing subcommittee charged with review of the Executive Director. The Board will provide the Executive Director with a formal performance review at least once per year.
- (b) The Governance Core Committee, or a subcommittee thereof, will be responsible for the nomination of Director candidates, in accordance with the terms described in Section 5.09 below.

Section 5.05 Programming Core Committee. The Programming Core Committee will be a Core Committee charged with the following matters: selection of the Civics' season; oversight of youth and adult education programming; and volunteer engagement.

- (a) The Programming Core Committee will have a standing subcommittee (the "Season Selection Committee") charged with recommendation of titles for performance in the Civics' season, in accordance with the terms described in Section 5.08 below.
- (b) The Programming Core Committee will have a standing subcommittee (the "Season Selection Committee") charged with oversight of Civics' youth education programming.
- (c) The Programming Core Committee will have a standing subcommittee (the "Season Selection Committee") charged with oversight of Civics' adult education programming.

Section 5.06 Development Core Committee. The Development Core Committee will be a Core Committee charged with generating the funding necessary to support the Civics' mission, with oversight of fundraising, sponsorships, special events², and grant funding.

Section 5.07 Operations Core Committee. The Operations Core Committee will be a Core Committee charged with oversight of the following functions: oversight of the Civics' financial position; facilities, and marketing.

- (a) The Operations Core Committee will have a standing Finance Subcommittee charged with assisting the Treasurer and Controller with oversight of accounting recordkeeping, financial reporting, and fiscal strategy.

- (b) The Operations Core Committee will have a standing subcommittee charged with assisting the staff in the operation and maintenance of facilities owned and/or operated by Civic.

Section 5.08 Selection of the Season. The Programming Committee will be responsible for recommending to the Board shows to be performed in the Civics' performance season. The President will appoint the members of the Program Committee by January 30 each year. The Programming Committee will include at least (5) five members, with the Executive Director or his/her designee serving as one member. In addition to any Season Planning Policies established by the Board from time to time, the Committee will comply with the following provisions:

- (a) The Committee's recommended list of shows, consistent with Season Planning Policies, must be completed and submitted to the Executive Director by April 30 of each year for the following calendar year.
- (b) The Executive Director must report prioritized recommendations, consistent with the Season Planning Policies, back to the Committee by May 30 of that same year.
- (c) The final proposed schedule for the following season must be presented by the Committee, and accepted or rejected, in its entirety, by a majority vote of the Board no later than May 31.

Section 5.09 Nomination of Director Candidates. The Governance Core Committee, or a subcommittee thereof, will be responsible for identifying and recommending qualified persons to serve as Directors. Provided, however, that no Director whose first term is ending will participate in the nominating function. The nominating function will be performed in accordance with the following provisions:

- (a) No later than September 30, the Committee will report to the Board its director candidates for nomination.
- (b) With any input from the Board, the Committee will reconvene and then submit final candidates for the Board's approval, of which approval shall be provided no later than October 31.
- (c) The list of Director nominees will be included in the annual membership meeting notice, together with a statement that the election will be held at the November membership meeting and that nominations may be made from the floor.
- (d) Elections will be conducted in accordance with Section 4.01 from the Committee's nominations, as approved by the Board, and from any nominations that may be made by any member in attendance at the annual membership meeting, provided that the nomination is seconded, and the nominated person consents in writing.

(e) No later than November 30, the Nominating Committee will nominate candidates from the Board for President, Secretary, and Treasurer, along with any other officer position they may choose to propose, with the consent of each. No later than December 15, the Board will vote and elect officers to take office on January 1 of the succeeding year. Additional officer nominations may be made by Directors with the candidate's prior consent.

Section 5.10 Committee Termination. A Board Committee will terminate at the end of Civics' calendar year, or earlier in the discretion of the President, unless continued by the newly elected President. Any committee, or appointment thereto, may also be terminated at any time by the Board's majority vote.

ARTICLE VI

Casting

Section 6.01 Selection. The director of each production will have the authority, in consultation with Civics' Executive Director or their designee, to select a cast. The Executive Director must approve the cast before the actors are notified of their selection. The Executive Director may not be cast in any role except with the consent of the Board.

Section 6.02 Auditions. Civic is committed to scheduling open auditions and castings whenever reasonably possible to facilitate equal opportunities for all participants. There may be exceptions to open auditions and casting when necessary, considering the scope, production schedule, and quality of all Civic productions; the importance of maintaining dramatic, historic and cultural coherency; and the desire to provide participants with learning opportunities presented by collaborating with visiting guest artists.

ARTICLE VII

Officers

Section 7.01 Officers. The officers of Civic will consist of the President, Secretary, Treasurer, and such other officers, including a President-Elect, as the Board may approve and elect from time to time. The Board may create, appoint, and define the duties of such officers that, in its discretion, are deemed necessary or expedient for conducting Civics' business.

Section 7.02 Election, Term, & Qualification. All officers will be elected annually, or upon the creation of a new office to complete the calendar year. Each officer may hold office for two calendar years or until a successor is elected. No officer may serve more than two consecutive terms, or portions thereof, in the same office. Any officer may be re-elected to a prior position after a one-year absence. All officers must be members of the Board of Directors.

Section 7.03 President. The President will be the chief executive officer of Civic. Within the policies and objectives prescribed by the Board, and subject to its right to limit or re-delegate powers, the President will assist in administering and directing all aspects of Civics' business and activities, preside at Board and membership meetings, delegate duties to committees or officers as

appropriate perform such duties as these Bylaws otherwise prescribe, and exercise those powers usually vested in such office.

Section 7.04. President-Elect. The President-Elect is intended to serve as the chief executive officer of Civic following the current President's term, death, resignation, or removal, subject to the nomination, vacancy, or election process. The President-Elect will provide advice on Civic matters as needed, assist Civics' officers, and otherwise learn Civics' business, as managed by the officer team. The President-Elect will exercise and perform all powers and duties of the President in the event the President is absent or disabled intra-term. The President-Elect will also exercise and perform all powers of, and perform duties incumbent upon, the President during absence or disability, and perform such other duties as these Bylaws, the Board, or the President may prescribe. Additionally, the President-Elect will preside at all meetings in the President's absence.

Section 7.05 Secretary. The Secretary will have the custody and care of Civics' corporate records and minutes, which must be accurately kept by the Secretary for all Board and membership meetings, and for committee meetings when required. The Secretary or designee will serve all notices for the Civic prescribed by Civics' Articles or Bylaws, by Indiana statute, or for official Civic business. The Secretary will authenticate official Civic records, as necessary; and maintain a permanent record of all amendments to Civics' Articles and Bylaws. The Secretary will also perform such other duties as may be prescribed by these Bylaws, the Board, or the President.

Section 7.06 Treasurer. The Treasurer, in collaboration with the Controller, will be the chief fiscal officer and keep correct and complete records of account, always showing accurately Civics' financial condition. The Controller will be the legal custodian of all monies, notes, securities and other assets that may from time to time come into Civics' possession. The Controller will immediately deposit, or oversee a designee to deposit, all Civic funds in a reliable bank or other depository to be designated by the Board and in Civics' name. The Controller will provide the Board with a monthly statement of Civics' financial condition, including the following: balance sheet functional income statement (including budget and prior year), summarized income statement with Controller's comments, cash flow statement, show summary for productions that closed the previous month. The Treasurer will also provide financial information for membership meetings, whenever reasonably requested, and perform such other duties as may be prescribed by these Bylaws, The Board, or by law. The Treasurer will also be responsible for procurement and review of an annual audit of Civics' finances.

Section 7.07 Vacancies. If an office becomes vacant by death, resignation, retirement, disqualification, or any other permanent cause, the Board will elect a person to fill such vacancy, and the person so elected will hold office and serve for the remaining duration of the vacant term and until a successor is elected, or until death, resignation, or removal.

Section 7.08 Removal. Any officer may be removed from office, with or without cause, by approval of a majority of the Board.

Section 7.09 Resignation. Any officer may resign at any time by delivering notice to the Board, President, or Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE VIII

Financial Affairs

Section 8.01 Fiscal Year. Civic will operate on a calendar year for its operations and finances (January 1 to December 31).

Section 8.02 Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Civic. Such authority may be general or confined to a specific instance. Unless authorized by the Board, no officer, agent or employee will have any power or authority to bind Civic by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or any amount. Except with Board approval, the Executive Director may not enter a contract for goods and services exceeding \$10,000.00.

The Executive Director must receive board approval prior to hiring any person or persons whose compensation is not included or covered by the current year's budget.

The Executive Director will bring any claims, monetary demands or threats of legal action made against Civic to the Board's attention immediately and before any action is taken.

Section 8.03 Negotiable Instruments. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidence of indebtedness will, unless otherwise directed by the Board or these Bylaws or required by law, be signed by any two of the following officers who are different persons: President, President-Elect, Treasurer, or Secretary. Civic's Executive Director may also sign checks, provided they are also signed by one of these designated officers of the Board, or the Controller. The Board may designate additional Civic officers or employees to execute drafts, checks, and orders for the payment of money on Civic's behalf, again so long as also signed by one of these designated officers of the Board. Electronic bank payments are also permitted, provided they are approved by an authorized officer of the Board.

Section 8.04 Investments. The Civic may retain all or any part of any securities or property acquired by it in whatever manner, and invest and reinvest any funds held by it, according to the judgment of the Board.

Section 8.05 Loans. Civic will not lend money to or guarantee the obligations of any Civic officer, Director, or employee.

Section 8.06 Annual Audit & Financial Report. The Board or Treasurer will arrange for an annual audit or review of Civic's financial accounts at the end of each fiscal year. A financial report will also be given to the membership at the annual meeting.

ARTICLE IX

Miscellaneous Provisions

Section 9.01 Corporate Indemnification. To the extent consistent with the laws of the State of

Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Civic Director or officer must be indemnified by Civic as provided in the Indiana Nonprofit Corporation Act of 1991, as amended.

Section 9.02 Prohibited Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or agent of this Corporation may take any action or execute any activity by or on behalf of Civic not permitted to be taken or continued by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 9.03 Dissolution. The Civic may be dissolved at any time by written consent of not less than three-quarters (3/4) of the total general membership. In the event of dissolution, any remaining assets after the payment of all liabilities will be distributed by the Board to one or more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, which (a) are substantially similar to those of Civic or (b) manage or administer funds for the benefit of one or more organizations having substantially similar purposes as those of Civic, provided such organization(s) commit to using such funds to perpetuate such substantially similar missions and objectives. Any assets not disposed of in this manner will be distributed by a duly

authorized court in the county where Civics' principal office is located, exclusively for such purposes as the court determines are like that served by Civic.

ARTICLE X

Corporate Governance

Section 10.01 Parliamentary Authority. Subject to Civics' Articles, Bylaws, and Indiana law, all procedures will be governed by Robert's Revised Rules of Order.

Section 10.02 Amendments. The power to make, amend, or repeal these Bylaws is vested in the Board, which power will be exercised by an affirmative vote of a majority of the Directors present at any Board meeting at which a quorum is present, provided that advance notice of the proposed amendment has been delivered to the Directors at least 7 days before such meeting. The Board may consider, modify, and adopt at that meeting (or any continuation thereof) any amendment to these Bylaws dealing with the subject matter with which the proposed amendment was concerned.