

BYLAWS OF NORTH CAROLINA THEATRE ARTS EDUCATORS

as adopted at the annual meeting on September 17, 2022

ARTICLE I—NAME, OFFICES, AND PURPOSE

Section 1. Name. The name of the corporation shall be North Carolina Theatre Arts Educators, hereinafter referred to as “corporation.”

Section 2. Principal and Registered Offices. The principal and registered offices of the corporation shall be located in North Carolina in such a place as the Board shall determine as required by the laws of North Carolina.

Section 3. Purpose. The purposes for which the corporation is organized are:

- (A) To operate exclusively for charitable, educational, religious, and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “Code”); and
- (B) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.

ARTICLE II—NON-PROFIT STATUS

Section 1. Inurement of Assets. No part of the net earnings of this corporation shall inure to the benefit of any individual.

Section 2. Liquidation of Assets. Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of future federal tax code or shall be distributed to federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of exclusively for such purposes by the district court of the county in which the principal office of the corporation is then located.

ARTICLE III—MEMBERS

Section 1. Qualification. Membership in the corporation shall be granted to any individual theatre arts educator, as well as any educator that uses theatre arts in teaching, Pre-K through 12, in North Carolina. Active membership shall be renewable annually by payment of dues.

Section 2. Privileges. The rights to vote and to hold office are reserved for active members.

Section 3. Corporate Records. A member is entitled to inspect and copy the records of the corporation to the maximum extent required by Chapter 55A of the General Statutes of North Carolina, upon making a written request five days in advance of the inspection.

Section 4. Associate Memberships. Associate memberships may be established as appropriate.

Section 5. Lifetime Memberships. Honorary lifetime memberships may be established as appropriate.

ARTICLE IV—MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting shall be held as determined by the membership in September for the purpose of electing officers, amending the bylaws, and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meeting. A special meeting of the corporation may be called at any time by the President, President Elect, Secretary, or Treasurer on any issue to be considered at the special meeting.

Section 3. Notice of the Meeting. The person(s) calling a meeting of the corporation shall at least 10 days before the meeting give notice thereof by any usual means of communication.

Section 4. Quorum and Voting. A simple majority of those members in attendance, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the corporation. Each member shall be entitled to one vote which may be cast in person or by proxy. A proxy shall be in writing, signed by the member, and filed with the Secretary prior to the commencement of the meeting.

Section 5. Manner of Acting. Except as otherwise provided for by law or in the bylaws, the act of the majority of the members present at a meeting at which a quorum is present shall be an act of the membership.

Section 6. Action without Meeting. The President, President Elect, Secretary, or Treasurer may poll the membership by mail or electronic vote. Official action may result from a simple majority of this vote.

ARTICLE V—OFFICERS

Section 1. Titles. The officers of the corporation shall be President, President Elect, Secretary, and Treasurer.

Section 2. Election and Term. The President Elect, Secretary, and Treasurer shall be elected at the annual meeting and shall serve two-year terms. Officers will be elected on a rotation, with the President Elect being elected in one year of the rotation and the Secretary and Treasurer being elected in the alternate year. After serving a two-year term in that office, the President Elect serves in the office of President for the subsequent two-year term. The Secretary and Treasurer may succeed themselves.

Section 3. Removal. Any officer elected by the membership may be removed by the membership whenever, in its judgment, the best interests of the corporation may be served; but removal shall be without prejudice to any contract rights of the individual.

Section 4. Resignation. Any officer may resign at any time by communicating in writing such request to the corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. If the unexpired term is more than two months distant, vacancy of an elected office shall be temporarily filled by appointment from the Executive Committee. Such appointment shall stand until the next annual meeting when a special election shall be held to fill the vacancy until the end of the unexpired term.

Section 6. President. The President shall be the chief executive officer of the corporation and, subject to the control of the membership, shall supervise and control the management of the corporation in accordance with these bylaws. The President shall preside at the annual meeting. The President shall serve as a public representative of

the corporation and serves as a liaison between the corporation and various agencies as needed. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the membership or by the bylaws to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the membership from time to time.

Section 7. President Elect. The duties of the President Elect shall be to support and assist the President while learning to effectively carry out the responsibilities of that office. The President Elect shall serve as a public representative of the corporation and shall serve as a liaison between the corporation and various agencies as needed. Additionally, the President Elect may be asked to coordinate special projects on behalf of the President, Board, or membership, to assist with event planning as needed, and to serve as an *ex-officio* member of standing or *ad hoc* committees as needed. The President Elect shall sign such instruments as may require the signature of the President Elect and in general shall perform all duties incident to the office of the President Elect and such other duties as may be assigned from time to time by the President, Board, or by the membership. The President Elect must have served on the Board for at least one year prior to being nominated for this position.

Section 8. Secretary. The duties of the Secretary shall be to keep accurate records of the acts and proceedings of all meetings of the membership and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records, and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the President or by the membership.

Section 9. Treasurer. The duties of the Treasurer shall be to have custody of all funds and securities belonging to the corporation and shall receive, deposit, or disburse the same under the direction of the membership; provided, that the membership may appoint a custodian or depository for any such funds or securities, and the membership may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President of the membership. The Treasurer shall prepare or cause to be prepared a true statement of the corporation's assets and liabilities at the close of each fiscal year as designated in the Articles of Incorporation.

ARTICLE VI— BOARD AND COMMITTEES

Section 1. Board. The Board of the corporation shall consist of the four elected officers—President, President Elect, Secretary, and Treasurer—and the appointed committee Chairs for standing and *ad hoc* committees as detailed in Section 3 of this article, and the NCDPI Theatre Consultant who will serve as a non-voting *ex officio* member. The Board shall be tasked with running the operations of the corporation. The Board cannot negate any action taken by the membership. The Board shall have and may exercise the authority of the membership in the management of business and affairs of the corporation during intervals between meetings. The Board shall keep minutes of its proceedings and shall report to the membership on action taken. Minutes of the meetings of the Board shall be prepared and kept with the records of the corporation.

Section 2. Executive Committee. The Executive Committee shall consist of the President, President Elect, Secretary, and Treasurer. The Executive Committee cannot negate any action taken by the membership. The Executive Committee shall have and may exercise the authority of the Board and the membership in the management of business and affairs of the corporation during intervals between meetings. The Executive Committee shall keep minutes of its proceedings and shall report to the Board and the membership on action taken. Minutes of the meetings of the Executive Committee shall be prepared and kept with the records of the corporation.

Section 3. Standing Committees or Ad Hoc Committees. Standing committees or *ad hoc* committees having two or more members may be designated by the Board. Committee Chairs shall be nominated by the Executive Committee and approved by the Board.

- (A) Persons serving as Chair of standing committees shall serve as members of the Board for the duration of their term as Chair. Vacancies in the Chair of standing committees shall be filled in the same manner as provided in the case of the original appointment.
- (B) Persons serving as Chair of *ad hoc* committees shall serve as members of the Board as long as the *ad hoc* committee is in service. An *ad hoc* committee Chair's service on the Board shall end at the conclusion of the Board meeting when that committee's final report has been filed and/or its project has been completed. Vacancies in the Chair of *ad hoc* committees shall be filled in the same manner as provided in the case of the original appointment.

Section 4. Committee Authority. No committees of the corporation shall be authorized to take the following actions:

- (A) Authorize distributions to or for the benefit of the members or officers; or
- (B) Recommend to members or approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; or
- (C) Adopt, amend, or repeal the Articles of Incorporation or the bylaws.

ARTICLE VII—INDEMNIFICATION OF OFFICERS

Section 1. General Policy. It shall be the policy of the corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina, any one or more of the officers, members, employees, or agents and former officers, members, employees or agents of the corporation, and persons who serve or have served at the request of the corporation as members, partners, trustees, employees, or agents of another foreign or domestic settlements, and other liabilities incurred by them in connection with any pending, threatened or completed action, suit, or proceeding, whether civil, criminal, investigative, or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for the purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article VII shall be deemed a proper expense of the corporation.

ARTICLE VIII—GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation shall bear the name of the corporation and the letters "N.C."

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member by law or by the Articles of Incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after time stated therein, shall be equivalent of giving such notice.

Section 3. Structure of Business Proceedings. Unless otherwise stipulated by these bylaws, Robert's Rules of Order are the governing structure of all business proceedings of the corporation.

Section 4. Checks. All checks, drafts, or orders for the payment of money shall be signed by the officer or officers or other individuals that the membership may from time to time designate.

Section 5. Bond. The membership may by resolution require any or all officers, agents, or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the membership.

Section 6. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances.

Section 7. Contracts. The membership may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name or and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8. Fiscal Year. The fiscal year of the corporation shall be the period ending on June 30 of each year.

Section 9. Amendments. These bylaws may be amended, or repealed and new bylaws may be adopted, by the affirmative vote of a majority of the members present at any meeting at which a quorum is present, provided that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided by these bylaws.

THIS IS TO CERTIFY that the above bylaws of the North Carolina Theatre Arts Educators, Inc., were duly adopted by the membership by action at a meeting effective as of September 17, 2022.



President

Secretary