

Proposed revisions to the Community Little Theatre bylaws

On March 31, 2025 the Board of Directors voted for the following updates to the CLT bylaws. These updates will be presented to the CLT membership on April 28, 2025. The updates must be voted for by a majority of the attending members in order to take effect.

This document contains two versions of the bylaws. First, is the proposed set of bylaws with the changes integrated into the document. Following that is a marked-up version showing what text has been added and removed compared to the previous bylaws that were voted in on 9/12/20.

LEWISTON-AUBURN COMMUNITY LITTLE THEATRE
BYLAWS

I. NAME

The name of this organization shall be COMMUNITY LITTLE THEATRE CORPORATION hereinafter referred to as Community Little Theatre or "CLT".

II. MISSION

Community Little Theatre is a volunteer-driven, non-profit organization whose mission is twofold:

1. We foster creativity and education by providing opportunities for individuals of all ages to engage, learn, and grow in the performing arts.
2. We provide our community with affordable, high quality entertainment in the performing arts.

III. PURPOSES

- A. CLT is a non-profit, public-benefit corporation and shall be operated exclusively for artistic, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. These bylaws shall be interpreted to conform to the requirements of section 501(c)(3) and Title 13-B, the Maine Nonprofit Corporations Act (hereinafter the MNPCA), and any provisions herein not in compliance therewith shall be considered null and void without invalidating the balance of the bylaws.
- B. CLT shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the artistic and charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of CLT may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.

IV. PROHIBITED ACTIVITIES

- A. No part of the net earnings of this corporation shall inure to the benefit of directors or officers of the corporation, except that the corporation shall have the authority to pay reasonable compensation for services rendered to or for the corporation. The corporation shall not participate or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of these bylaws or of the Articles of Incorporation of the corporation, or any provision of the laws of the State of Maine governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or

the corresponding provision of a future Federal Income Tax Law and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future income tax law).

- B. Distribution Upon Dissolution. Upon termination or dissolution of the CLT, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the CLT hereunder shall be selected by majority vote of the governing body.

V. BOARD OF DIRECTORS

A. Constitution

1. Overall management and planning for CLT shall be vested in the Board of Directors, hereafter referred to as the "Board."
2. The Board shall consist of up to and including 20 members.
3. The Board shall be responsible for and shall approve financial investments, expenditures, fundraising efforts, selection of performances, and production budgets of CLT.
4. All duties and responsibilities not otherwise specified in these bylaws shall be vested in the Board which may at its discretion assign such duties to any person or committee.

B. Board Meetings

1. Board meetings shall be scheduled monthly unless determined otherwise by the Board. The presence of 50 percent plus one of all current Board members shall constitute a quorum.
2. Special Board meetings may be called by the President or any three (3) members of the Board. Notification of a special meeting must be given at least 24 hours before it is scheduled to start.
3. Board meetings and voting protocols shall follow rules to be voted on each year by the Board at the first Board meeting after the full general membership meeting.

C. Election of Board Members

1. Board members shall be elected by the General Membership.
2. The Governance Committee shall present a slate of candidates to the General Membership at the annual meeting with the goal of presenting at least as many candidates as there are positions up for election.
3. Nominations from the floor shall be allowed.
4. Only members present shall have the right to cast a vote for all open positions.
5. When there are nominees to Board positions equal to or less than the number of positions available, the vote shall be by hand.
6. When there are more nominees than Board positions, voting by secret ballot shall

be required.

7. Unfilled Board seats or vacancies occurring on the Board due to resignation, removal, or death may be filled for the remainder of that term by a majority vote of the remaining members of the Board.
8. Term of Board Members: Board members shall serve a term beginning immediately after election at the annual Membership meeting, and end at the general membership meeting three years after their term begins following election of new Board members.

D. Removal of Board Members.

1. **Removal for cause by the Board:** Any member or board member of CLT may be removed for just cause by a two-thirds majority vote of the Board. Any member or board member removed from their position by the Board may appeal to the Membership of CLT at the next regularly scheduled General Meeting. A majority vote is required of those members present to reverse the removal vote of the Board.
2. **Removal for cause by Membership:** Any member(s) or board member(s) of CLT, or the entire Board of CLT may be removed for just cause by a two-thirds majority vote of the General Membership present at a Membership meeting.

E. Board Officers. All board officers shall be elected by majority vote of the Board. Their terms of office shall be determined by the board.

1. There shall be a **President** and **Vice President**. The president shall preside over all meetings of the Board; the vice president shall preside in the absence of the president. The president and vice president shall perform those duties which are customarily performed by those offices and such other duties as the Board may direct.
2. There shall be a **Secretary** who as custodian of the organization's records will ensure that all CLT business is adequately recorded, maintained, and disseminated in a timely manner. The Secretary shall also perform such other duties as may be assigned by the President or Board.
3. There shall be a **Treasurer** who will provide general oversight of the organization's fiscal matters and ensure that financial accountability of CLT is maintained and reported to the Board of Directors, Membership and other agencies when required. The Treasurer shall perform such other duties as may be assigned by the President or the Board.

F. ADDITIONAL POSITIONS

The Board shall appoint an Executive Director or Co-Executive Directors, Artistic Director, Production Board Chair, and other positions as it deems appropriate. The Board shall set the terms and lengths of such appointments, and persons holding these positions may not serve simultaneously as members of the Board.

G. POLICY HANDBOOK

The Board shall prepare and maintain a policy handbook for CLT which shall govern all policies of CLT. The duty of preparing the Policy Handbook and of proposing

amendments to it may be delegated to a person or committee. Any changes to the Policy Handbook shall be approved by majority vote of the Board.

- H. **COMMITTEES** The Board may establish any number of standing or ad hoc committees to assist in carrying out the CLT mission. The President shall appoint all committee chairs from the membership of CLT. Each committee chair, with the advice and consent of the President, may select other members of her or his committee. The President may serve as an ex officio member of any committee.

VI. MEMBERSHIP

A. Membership will be voluntary and shall consist of the following:

1. Season Ticket Holders from the previous or current season
2. Sponsors and Patrons from the previous or current season
3. Volunteers and participants in at least one CLT production from a previous or current season
4. Members of the Board and committees
5. Other individuals as the Board may deem appropriate

B. Membership may be terminated by a majority vote of the Board of Directors with just cause. Any Member terminated from membership may appeal to the general membership of Community Little Theatre at a general meeting. A majority vote is required of those members present to reverse the vote of the Board of Directors.

C. General Membership Meetings

- 1. Annual Meeting:** The September membership meeting shall be considered the annual meeting.
- 2. Number of Meetings:** A minimum of two General Membership meetings shall be held each year.
- 3. Notice:** Notification of all meetings shall be given at least ten days and no more than 50 days in advance of the meeting. Notification of meetings shall be accomplished via email and posting to the CLT website and/or Facebook page.
- 4. Quorum:** Fifteen or more members shall constitute a quorum at any general membership meeting.
- 5. Special Meetings:** Special membership meetings may be called by majority vote of the Board.

VII. AMENDMENTS TO THE BYLAWS

A. Amendments to these bylaws may be made as follows:

1. Notification of any bylaw changes shall be included in a General Membership meeting announcement made in accordance with Article VI, Section C, Item #3.
2. Amendments to these bylaws require approval of two-thirds of Members present at the General Meeting.

LEWISTON-AUBURN COMMUNITY LITTLE THEATRE
BYLAWS

Proposed additions in blue. Removed text has been marked with a strike-through font.

I. NAME

The name of this organization shall be COMMUNITY LITTLE THEATRE CORPORATION hereinafter referred to as Community Little Theatre or "CLT".

II. MISSION

Community Little Theatre is a volunteer-driven, non-profit organization whose mission is twofold:

1. We foster creativity and education by providing opportunities for individuals of all ages to engage, learn, and grow in the performing arts.

2. We provide our community with affordable, high quality entertainment in the performing arts.

~~Community Little Theatre is a volunteer driven non-profit organization whose goal is to provide affordable, professional quality entertainment in the performing arts while at the same time fulfilling its civic responsibility to contribute to the education, training and experience of those wishing to pursue activities in live theater.~~

III. PURPOSES

A. CLT is a non-profit, public-benefit corporation and shall be operated exclusively for artistic, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. These bylaws shall be interpreted to conform to the requirements of section 501(c)(3) and Title 13-B, the Maine Nonprofit Corporations Act (hereinafter the MNPCA), and any provisions herein not in compliance therewith shall be considered null and void without invalidating the balance of the bylaws.

B. CLT shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the artistic and charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of CLT may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.

IV. PROHIBITED ACTIVITIES

A. No part of the net earnings of this corporation shall inure to the benefit of directors or officers of the corporation, except that the corporation shall have the authority to pay reasonable compensation for services rendered to or for the corporation. The corporation shall not participate or intervene in (including the publication or distribution

of statements), any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of these bylaws or of the Articles of Incorporation of the corporation, or any provision of the laws of the State of Maine governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of a future Federal Income Tax Law and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future income tax law).

- B. Distribution Upon Dissolution. Upon termination or dissolution of the CLT, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the CLT hereunder shall be selected by majority vote of the governing body.

V. BOARD OF DIRECTORS

A. Constitution

1. Overall management and planning for CLT shall be vested in the Board of Directors, hereafter referred to as the "Board."
2. The Board shall consist of up to and including 20 members.
3. The Board shall be responsible for and shall approve financial investments, expenditures, fundraising efforts, selection of performances, and production budgets of CLT.
4. All duties and responsibilities not otherwise specified in these bylaws shall be vested in the Board which may at its discretion assign such duties to any person or committee.

B. Board Meetings

1. Board meetings shall be scheduled monthly unless determined otherwise by the Board. The presence of 50 percent plus one of all current Board members shall constitute a quorum.
2. Special Board meetings may be called by the President or any three (3) members of the Board. Notification of a special meeting must be given at least 24 hours before it is scheduled to start.
3. Board meetings and voting protocols shall follow rules to be voted on each year by the Board at the first Board meeting after the full general membership meeting.

C. Election of Board Members

1. Board members shall be elected by the General Membership.
2. The Governance Committee shall present a slate of candidates to the General Membership at the annual meeting with the goal of presenting at least as many

candidates as there are positions up for election.

3. Nominations from the floor shall be allowed.
4. Only members present shall have the right to cast a vote for all open positions.
5. When there are nominees to Board positions equal to or less than the number of positions available, the vote shall be by hand.
6. When there are more nominees than Board positions, voting by secret ballot shall be required.
7. **Unfilled Board seats or vacancies** ~~Vacancies~~ occurring on the Board due to resignation, removal, or death ~~may~~ **shall** be filled for the remainder of that term by a majority vote of the remaining members of the Board.
8. Term of Board Members: Board members shall serve a term beginning immediately after election at the annual Membership meeting, and end at the general membership meeting three years after their term begins following election of new Board members.

D. Removal of Board Members.

1. **Removal for cause by the Board:** Any member or board member of CLT may be removed for just cause by a two-thirds majority vote of the Board. Any member or board member removed from their position by the Board may appeal to the Membership of CLT at the next regularly scheduled General Meeting. A majority vote is required of those members present to reverse the removal vote of the Board.
2. **Removal for cause by Membership:** Any member(s) or board member(s) of CLT, or the entire Board of CLT may be removed for just cause by a two-thirds majority vote of the General Membership present at a Membership meeting.

E. Board Officers. All board officers shall be elected by majority vote of the Board. Their terms of office shall be determined by the board.

1. There shall be a **President** and **Vice President**. The president shall preside over all meetings of the Board; the vice president shall preside in the absence of the president. The president and vice president shall perform those duties which are customarily performed by those offices and such other duties as the Board may direct.
2. There shall be a **Secretary** who as custodian of the organization's records will ensure that all CLT business is adequately recorded, maintained, and disseminated in a timely manner. The Secretary shall also perform such other duties as may be assigned by the President or Board.
3. There shall be a **Treasurer** who will provide general oversight of the organization's fiscal matters and ensure that financial accountability of CLT is maintained and reported to the Board of Directors, Membership and other agencies when required. The Treasurer shall perform such other duties as may be assigned by the President or the Board.

F. ADDITIONAL POSITIONS

The Board **shall** ~~may~~ appoint an Executive Director or Co-Executive Directors, Artistic Director, Production Board Chair, ~~Box Office Chair, or~~ **and** other positions as it deems appropriate. The Board shall set the terms and lengths of such appointments, and

persons holding these positions may not serve simultaneously as members of the Board.

G. POLICY HANDBOOK

The Board shall prepare and maintain a policy handbook for CLT which shall govern all policies of CLT. The duty of preparing the Policy Handbook and of proposing amendments to it may be delegated to a person or committee. Any changes to the Policy Handbook shall be approved by majority vote of the Board.

H. **COMMITTEES** The Board may establish any number of standing or ad hoc committees to assist in carrying out the CLT mission. The President shall appoint all committee chairs from the membership of CLT ~~the Board~~. Each committee chair, with the advice and consent of the President, may select other members of her or his committee. ~~These committee members need not be Directors but shall be CLT members.~~ The President may serve as an ex officio member of any committee.

VI. MEMBERSHIP

A. Membership will be voluntary and shall consist of the following:

1. Season Ticket Holders from the previous or current season
2. Sponsors and Patrons from the previous or current season
3. Volunteers and participants in at least one CLT production from a previous or current season
4. Members of the Board and committees
5. Other individuals as the Board may deem appropriate

B. Membership may be terminated by a majority vote of the Board of Directors with just cause. Any Member terminated from membership may appeal appear to the general membership of Community Little Theatre at a general meeting. A majority vote is required of those members present to reverse the vote of the Board of Directors.

C. General Membership Meetings

1. **Annual Meeting:** The September membership meeting shall be considered the annual meeting.
2. **Number of Meetings:** A minimum of two General Membership meetings shall be held each year.
3. **Notice:** Notification of all meetings shall be given at least ten days and no more than 50 days in advance of the meeting. Notification of meetings shall be accomplished via email and posting to the CLT website and/or Facebook page.
4. **Quorum:** Fifteen or more members shall constitute a quorum at any general membership meeting.
5. **Special Meetings:** Special membership meetings may be called by majority vote of the Board.

VII. AMENDMENTS TO THE BYLAWS

A. Amendments to these bylaws may be made as follows:

1. Notification of any bylaw changes shall be included in a General Membership meeting announcement made in accordance with Article VI, Section C, Item #3.
2. Amendments to these bylaws require approval of two-thirds of Members present at the General Meeting.

Rev. 4/28/25 ~~9/12/20~~