

## BYLAWS OF THE ASSOCIATION FOR THEATRE IN HIGHER EDUCATION

### ARTICLE I NAME

The name of the corporation is "Association for Theatre in Higher Education (ATHE)."

### ARTICLE 2 PURPOSES

The purposes for which the Association is organized are as follows as set forth in its Articles of Incorporation:

The corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954, as amended, including but not limited to the following:

1. to foster and encourage the development of, and commitment to, the highest standards by university and college theatres and postsecondary professional training programs throughout the United States of America, including standards of excellence for teaching, production, research and creative work, management, and service;
2. to receive from interested persons and organizations, hold, manage and disburse funds to carry out the foregoing purposes;
3. to make available services, publications, programs, meetings and other activities designed
  - a. to meet the needs of non-profit university and college theatres and post-secondary professional training programs and those actively engaged in or supporting their activities and
  - b. to further the purposes set forth in clause (1) of this Article;
4. to provide leadership for growth in excellence in all aspects of university and college theatre activity;
5. to establish and maintain working relationships with persons and organizations in other theatre fields;
6. to join with and support other organizations devoted to making known the human, social, cultural and economic values of living theatre and other art forms and the arts generally.

Provided, however, that (a) no substantial part of the properties or income of the corporation shall ever be used or employed directly or indirectly by the corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation; and (b) no part of the properties or income of the corporation shall be used or employed directly or indirectly by the corporation for the purpose of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### ARTICLE 3 OFFICES

The Association shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State. The initial registered agent and office are as follows as set forth in the Articles of Incorporation: Calvin Lee Pritner, Department of Theatre, Illinois State University, Normal, IL 61761.

### ARTICLE 4 DISSOLUTION

The provision for dissolution as set forth in the Articles of Incorporation is as follows: Upon the dissolution of this corporation all of its assets remaining after making provision for its liabilities shall be transferred and assigned to such other organizations or organizations classified as a Section 501(c)3 organization by the Internal Revenue Service of the United States of America.

### ARTICLE 5 MEMBERSHIP

**SECTION 5.1 CLASSES OF MEMBERS.** The members of this Association shall each year consist of those individuals, organizational firms and corporations who support the purposes of the Association, have applied for membership and have paid their membership fee for the year.

Members shall be divided into the following classes for each of which the Governing Council shall determine the standards of eligibility.

1. Individual membership
2. Student membership
3. Retired membership
4. Organization membership
5. Benefactor membership
6. Joint Household membership
7. Unemployed membership

SECTION 5.2 MEMBERS' RIGHTS, PRIVILEGES, DUES. Dues, privileges, and rights (other than voting rights) for each membership class shall be determined by the Governing Council.

SECTION 5.3 MEMBERS' RIGHT TO REVIEW. Decisions of the Governing Council may be called for question and evaluation by a quorum of the members, as defined in Article 6.

SECTION 5.4 VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to vote of the members. Each organizational member shall designate a representative from that organization to cast its vote. Should this person also be entitled to vote as an individual, this person may cast both an individual and an organizational vote.

SECTION 5.5 VOTING BY PROXY. Proxy votes may be cast in two ways:

1. Proxies on published issues and election of officers may be submitted in writing to the Governing Council; or
2. Written permission to cast a proxy may be given to another member to carry to an annual or special meeting. No member may carry proxies for more than one tenth of one percent of the total membership or ten (10) votes, whichever is less.

SECTION 5.6 TRANSFER OF MEMBERSHIP. Membership in the Association shall not be transferable or assignable.

## ARTICLE 6 QUORUM AND MEETINGS OF MEMBERS

SECTION 6.1 QUORUM. Ten percent (10%) or 200 of the members eligible to vote (whichever is smaller) shall constitute a quorum. The presence of ten percent (10%) or 200 of the members eligible to vote (whichever is smaller) shall constitute a quorum at any meeting.

SECTION 6.2 ANNUAL MEETING. An annual meeting of the members shall be held at an annual conference and/or symposium.

SECTION 6.3 SPECIAL MEETINGS. Special meetings of the members may be called and the time, place and purpose of such meetings designated either by the President, by the Governing Council, or by a quorum of the members.

SECTION 6.4 NOTICE OF MEETINGS. Written notice stating the purpose, place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 6.5 VOTING PROCEDURES. With the exception of selection of the Nominating Committee member, the election of officers and Members-at-Large, and bylaws amendments conducted by mail ballot, all matters submitted for a vote of the members shall be acted upon at a duly held annual or special meeting. Members unable to attend may vote by proxy as outlined in Section 5.5.

ARTICLE 7  
GOVERNING COUNCIL

SECTION 7.1 GENERAL POWERS. The affairs of the corporation shall be managed by its Governing Council.

SECTION 7.2 NUMBER. The Governing Council shall consist of the officers, the Immediate Past President, and four Members-at-Large.

SECTION 7.3 MEETINGS. Meetings of the Governing Council may be called by the President or by any two members of the Governing Council. Persons calling the meeting may set the time and place for the meeting.

SECTION 7.4 NOTICE AND QUORUM. Notice of each regular and special meeting of the Governing Council shall be given at least fourteen (14) days prior thereto by written notice to each member of the Governing Council at his/her address as shown by the records of the Association; provided that if an emergency exists requiring shorter notice, and the existence of such emergency is confirmed by the Governing Council at such meeting, the notice may be given not less than two (2) days prior thereto. A majority of the members of the Governing Council shall constitute a quorum.

ARTICLE 8  
OFFICERS AND MEMBERS OF THE GOVERNING COUNCIL AND THEIR DUTIES

SECTION 8.1 OFFICERS AND MEMBERS OF THE GOVERNING COUNCIL. The elected officers of the Association shall be:

1. a President, elected in odd-numbered years for a two-year term.
2. a President-Elect, elected in even-numbered years for a two-year term.
3. a Secretary, elected in even-numbered years for a two-year term.
4. a Treasurer, elected in even-numbered years for a two-year term.
5. a Vice President for Research and Publications, elected for a two-year term;
6. a Vice President for Membership and Marketing, elected for a two-year term;
7. a Vice President for Advocacy, elected for a two-year term;
8. a Vice President for Conference;
9. a Vice President-Elect for Conference, elected annually for a two-year term, the second year of which shall be served as Vice President for Conference;
10. a Vice President for Professional Development, elected for a two-year term;
11. a Vice President for Awards, elected for a two-year term.

Four Members-at-Large shall be elected by the Focus Group Representatives. Two Members-at-Large shall be elected annually for two-year terms. The Immediate Past President serves for one year.

SECTION 8.2 ELECTION OF OFFICERS. Officers will be elected by mail ballot by the membership prior to May 1 of each year. Platform statements and qualifications of each candidate must accompany the ballot mailed to the membership. Terms of office for those so elected shall begin at the annual meeting of the members following the election or appointment.

SECTION 8.3 QUALIFICATIONS FOR OFFICE. Each officer shall be an individual member in good standing of the Association. A Focus Group Representative may not become an officer during his/her tenure.

SECTION 8.4 REMOVAL FROM OFFICE. An officer or Member-at-Large may be removed from the Governing Council due to inactivity or consistent lack of compliance with the policies of ATHE. Removal from office requires a minimum 2/3 vote of the Governing Council.

SECTION 8.5 VACANCIES. In the event of a vacancy in any officer position, the Governing Council shall appoint a member of the Council to complete the unexpired term.

SECTION 8.6 DUTIES OF OFFICERS. The duties of the officers shall be as follows:

The President shall:

1. generally exercise leadership that will strengthen and expand the Association;
2. represent ATHE in dealing with other organizations;
3. determine agendas for, call, and preside over all meetings of ATHE and the Governing Council;
4. consult with the President-Elect and Treasurer in preparing the annual budget;
5. appoint persons to such offices and positions as are required by the Bylaws;
6. appoint committees, except those for which other structural provisions are made in the Bylaws, and serve ex [official] on all committees;
7. delegate responsibilities where such delegation is to the best interest of ATHE;
8. serve as Chair of the Operations Committee. In his/her absence, the committee will be chaired by the President-Elect; and
9. serve as signatory on all contracts.

The President-Elect shall:

1. assist the President, and perform, when designated by the President or the Governing Council, the duties of the President in the case of the latter's disability or absence;
2. consult with the President and Treasurer in preparing the annual budget;
3. serve as Chair of the Strategic Planning Committee;
4. coordinate and serve as liaison with appointed Task Forces and ad hoc committees when appropriate.

The Secretary shall:

1. serve as recorder for meetings of the Governing Council and for the annual and special meetings of the membership;
2. maintain records pertinent to the operation of the Association;
3. summarize actions of the Governing Council for publication;
4. cause to have published all notices of meetings and elections pertinent to members;
5. perform such other duties as are customary or as may be assigned by the Governing Council;
6. serve as Chair of the Electronic Technology Steering Committee.
7. supervise transfer of records and archival materials; and
8. annually evaluate the accuracy of the Bylaws and recommend amendments to the Governing Council.

The Treasurer shall:

1. prepare the annual budget in consultation with the President and President-Elect;
2. arrange procedures for the receipt and disbursement of funds according to the approved annual budget;
3. issue at the Annual Meeting (and at other times to the Governing Council at its request) a full written report of the financial status and transactions of the Association;
4. prepare and submit tax statements as required by law;
5. prepare a financial statement available for audit at the end of the fiscal year;
6. perform other such duties as are customary or as may be assigned by the Governing Council;
7. serve as Chair of the Finance Committee; and
8. serve as a member of the Strategic Planning Committee.

The Immediate Past President shall:

1. serve on the Nominating Committee and the Operations Committee.

The Vice Presidents shall:

1. serve as Chair of their respective committees.

**SECTION 8.7 DUTIES OF MEMBERS OF GOVERNING COUNCIL.** The Governing Council includes all elected officers and committee chairs, and Members-at-Large selected by the Focus Group Representatives.

Officers serving as Committee Chairs shall:

1. oversee the work of their respective committees, as outlined in Article 9;
2. manage projects within the Association's budget;
3. report to the Governing Council on a regular basis; and
4. recommend names of potential committee members for appointment by the President[,] and approval by the Governing Council.

SECTION 8.8 DUTIES OF MEMBERS-AT-LARGE. Members-at-Large represent the membership of ATHE as it expresses its will through membership in Focus Groups and the election of Focus Group Representatives (FGRs).

Members-at-Large shall:

1. attend all FGR meetings;
2. facilitate online discussions of issues by FGRs and place items of concern to Focus Groups on the GC agenda;
3. report on GC activities to FGRs via the ATHEFGR and ATHENEWS listservs;
4. coordinate nominations and elections for which FGRs are responsible; and
5. serve on at least one committee of the GC and fulfill specific functions appropriate to that committee.

## ARTICLE 9 COMMITTEES

SECTION 9.1 ESTABLISHMENT OF COMMITTEES. Committees may be established by resolution adopted by the Governing Council. Committee composition includes a chair and members selected from the Governing Council, Focus Groups, and general ATHE membership, appointed by the President and approved by the Governing Council. The terms of all Committees expire at the annual meeting of the Association.

SECTION 9.2 NOMINATING COMMITTEE. The Nominating Committee is charged with preparing a slate of nominees for election of officers and the elected member of the Nominating Committee. The Committee shall consist of two (2) members appointed by the President and approved by the Governing Council; one (1) member elected by the Focus Group Representatives; and one (1) member elected by the membership. Current officers shall be ineligible to serve on the Nominating Committee, with the exception of the Immediate Past President. The Nominating Committee will prepare for submission to the members a slate of two (2) candidates for each position being elected, except the office of President. For President, only the name of the President-Elect will be presented. The slate of candidates must be mailed to the members not less than thirty (30) days prior to the return date of the ballot.

SECTION 9.3 CONFERENCE COMMITTEE. The Conference Committee is charged with overseeing all conference activities.

SECTION 9.4. RESEARCH AND PUBLICATIONS COMMITTEE. The Research and Publications Committee is charged with overseeing and facilitating ongoing research and publications' activities of the Association; stimulating projects that promote new research and publication activities; and forwarding recommended documents for approval by the Governing Council.

SECTION 9.5 STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee is charged with developing, assessing and revising the Association's strategic plan.

SECTION 9.6 ADVOCACY STEERING COMMITTEE. The Advocacy Steering Committee is charged with advocating, on behalf of the Association, for arts education in all phases of creating, learning and understanding.

SECTION 9.7 ELECTRONIC TECHNOLOGY STEERING COMMITTEE. The Electronic Technology Steering Committee is charged, on behalf of the Association, with facilitating and expanding opportunities for exchanging information and networking.

SECTION 9.8 OPERATIONS COMMITTEE. The Operations Committee is charged with supervising the initiation, negotiation, and evaluation of all contracts and coordinating all administrative tasks. The committee shall be composed of the President, President-Elect, Immediate Past President, Treasurer, Secretary, Vice President for Conference, Membership and Marketing Chair, and a Member-at-Large.

SECTION 9.9 FINANCE COMMITTEE. The Finance Committee is charged with the oversight of all financial aspects of the Association.

SECTION 9.10 AWARDS COMMITTEE. The Awards Committee is charged with oversight of the Association's awards process.

SECTION 9.11 MEMBERSHIP AND MARKETING COMMITTEE. The Membership and Marketing Committee is charged with promoting the mission of ATHE through the expansion and diversification of the membership and membership services.

SECTION 9.12 PROFESSIONAL DEVELOPMENT COMMITTEE. The Professional Development Committee is charged with the oversight of activities and services directed towards the professional development of the Association's members.

#### ARTICLE 10 FOCUS GROUPS

SECTION 10.1. FOCUS GROUPS. Focus Groups encompass the primary artistic, scholarly, and professional concerns of ATHE. Focus Groups may apply for funding from ATHE, provide programming at the conference, and can participate in Governing Council Committees.

SECTION 10.2 IDENTIFICATION OF FOCUS GROUPS. Proposals to add, drop, or combine Focus Groups may be made through a petition process to the Governing Council.

SECTION 10.3 MEETINGS. There shall be at least one annual meeting of the Focus Group Representatives and the Governing Council at a date and time mutually agreeable to the Focus Groups and the ATHE President.

#### ARTICLE 11 FINANCES

SECTION 11.1 CONTRACTS. The Governing Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 11.2 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agents or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Council. In the absence of such determination by the Governing Council, such instruments shall be signed by the Treasurer.

SECTION 11.3 DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Governing Council may select.

SECTION 11.4 GIFTS. The Governing Council may accept on behalf of the Association any contribution, gift bequest, or devise for the general purposes or for any special purposes of the Association.

SECTION 11.5 FISCAL YEAR. The fiscal year of the Association shall begin on June 1 and end on May 31.

#### ARTICLE 12 BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Governing Council and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or member's agents or attorney for any proper purpose at any reasonable time.

#### ARTICLE 13 ARCHIVE

The Association shall maintain an archive of documents and records relating to the activities, rights, claims, constitutions and history of the corporation. The official agency and depository for archival materials is as follows: ATHE Archivist, Center for Archival Connections, Fifth Floor, Jerome Library, Bowling Green State University, Bowling Green, OH 43403.

ARTICLE 14  
AFFILIATE ORGANIZATIONS

Any organization may request in writing to become an affiliate of ATHE. Approval is granted by the Governing Council. The President or designee shall serve as the official liaison with affiliate organizations.

SECTION 14.1 NATIONAL ASSOCIATION OF SCHOOLS OF THEATRE. NAST is the nationally recognized accrediting agency for educational programs in theatre. NAST consults regularly with ATHE in the development of standards and guidelines for accreditation. ATHE recognizes that NAST is an organization concerned primarily with theatre in higher education. The President shall meet annually with the leadership at a date and time mutually agreeable.

SECTION 14.2 KENNEDY CENTER/AMERICAN COLLEGE THEATRE FESTIVAL. KC/ACTF is designed to discover and give recognition to the talents and training in American college and university theatres. ATHE recognizes that KC/ACTF is an organization concerned primarily with theatre in higher education. The President shall meet annually with the leadership at a date and time mutually agreeable.

SECTION 14.3 OTHER ORGANIZATIONS. An organization may request affiliation in writing. Approval is granted by the Governing Council.

ARTICLE 15  
AMENDMENTS

Bylaw amendments may be proposed in two ways:

- (1) by action of the Governing Council;
- (2) by petition signed by a quorum of the members of the Association.

Amendments so qualified must be submitted to the members eligible to vote by a written announcement, postmarked at least sixty (60) days prior to when the vote is to be taken. The vote may be either (a) via ballot mailed not less than thirty (30) days prior to the return date of the ballot or (b) at the annual business meeting of the association. An amendment to the Bylaws requires a two-thirds majority of those voting. All amendments so authorized shall become effective immediately following approval unless the amendment includes a specific date of implementation.

Revisions approved 5/04