

Florida Theatre Conference

Constitution and Bylaws

Updated: December, 2023

ARTICLE I: PURPOSE

The Florida Theatre Conference, Inc. is a non-profit, educational theatre organization founded in 1955 for the purpose of providing programs and services to individual and group members. Its membership is open to all theatre organizations and interested individuals in the state of Florida who may choose to participate in any of the following eleven divisions: Youth Theatre, Community Theatre, Middle School Theatre, High School Theatre, Devised Theatre, Professional Theatre, University/College Theatre, State College Theatre, Production Development, Workshop, and Inclusion. It maintains an ongoing relationship with Florida, regional and national theatre organizations.

ARTICLE II: MISSION STATEMENT

The mission of the FLORIDA THEATRE CONFERENCE, INC. is as follows:

Florida Theatre Conference connects, nurtures, and celebrates Florida's diverse theatre community.

ARTICLE III: CENSORSHIP

The Florida Theatre Conference supports a policy permitting the widest possible range of dramatic material be performed at its Festival. Performing organizations are expected to exercise good taste, good judgement, and respect the values of other organizations and the audience for which it is performed. This statement must appear in the Festival program.

ARTICLE IV: MEMBERSHIP SERVICES:

The Florida Theatre Conference, Inc. provides many services for its members, including but not limited to:

ANNUAL FESTIVAL with performances, competitions, panels, workshops, demonstrations, exhibits, distinguished speakers and business meetings.

CENTRAL OFFICE for business and communication.

PROFESSIONAL SCREENING AUDITIONS for the Southeastern Theatre Conference provided for college students, and non-union, and union professionals.

HIGH SCHOOL AUDITIONS for college and university admission.

STATE COLLEGE AUDITIONS for four year college and university admission.

COMMUNITY THEATRE Roundtables

FTC SCHOLARSHIPS for high school students pursuing a theatrical degree.

PUBLICATION: FLORIDA THEATRE CONFERENCE NEWS. Content includes informational updates of interest to the membership.

THE ARCHIVES of the Florida Theatre Conference, Inc. housed in the CENTRAL OFFICE

WEBSITE: www.flatheatre.org

ARTICLE V: MEMBERSHIP

SECTION 1 Any person, profit or non-profit corporation, or association engaged in the promotion, development and purposes of the Corporation, and having complied with its rules and regulations, shall be eligible for membership upon application and payment of such dues as may be prescribed.

SECTION 2 There shall be five classes of membership in the Corporation:

- ORGANIZATIONAL MEMBER: An organizational member shall be any community, professional, youth theatre, high school, middle school, devised theatre, production development, inclusion, university/college, or state college organization engaged on a community basis in any and all phases of the theatre.
- INDIVIDUAL MEMBER: An individual member shall be a person who is actively interested in the purposes of the Corporation.
- STUDENT MEMBER: An associate member shall be any student or participant with a student ID attending the annual conference of which the parent organization must be an organizational member.
- LIFETIME MEMBER: A life membership in the Corporation is available for a set fee.
- EMERITUS MEMBER: Honorary life membership bestowed by the board of directors

ARTICLE VI: OFFICERS

SECTION 1 The officers of the Florida Theatre Conference, Inc. shall be a President, Vice President, Secretary, Treasurer, and the Immediate Past President as an ex-officio member.

SECTION 2 Officers shall be elected by a majority of votes cast at the annual meeting and shall hold office for two years or until their successors are duly elected and qualified.

SECTION 3 Officers shall be members in good standing of V V the Florida Theatre Conference, Inc.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1 The Board of Directors of the Corporation shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, up to five (5) Directors (called "Members-at-large") elected from the membership, State Representative to the Southeastern Theatre Conference, the Festival Site Chair, and eleven (11) Division Chairs.

SECTION 2 The members of the Board of Directors, except for the division Chairs and the State Representative to the Southeastern Theatre Conference, shall be elected every two (2) years and shall take office immediately. A candidate for the Southeastern Theatre Conference Representative position shall have served on the Florida Theatre Conference Board of Directors for at least one year.

SECTION 3 The Division Chairs representing Youth Theatre, Community Theatre, Professional Theatre, High School Theatre, Middle School Theatre, Production Development, Devised Theatre, Workshops, Inclusion, University/College Theatre, and State College Theatre shall be appointed by

the President on recommendations of the appropriate Division. These officers may serve a term of two (2) years concurrent with the President who appointed or approved them.

SECTION 4 The business affairs of the Corporation shall be managed by the Board of Directors.

SECTION 5 At any scheduled meeting a quorum shall be eight (8) voting Board members.

SECTION 6 The Parliamentarian may be appointed by the President, with the approval of the Board of Directors, and may also be a member of the Board of Directors.

ARTICLE VIII: EXECUTIVE COMMITTEE

SECTION I The Executive Committee shall consist of the four(4) elected officers of the Corporation and the Immediate Past President who will be an ex-officio member. The Executive Committee shall act for, and have the power of the Board of Directors in the term between the Board of Directors meetings, but any action taken under this authority must be reviewed by the full Board of Directors at the next meeting.

ARTICLE IX: DUTIES OF THE OFFICERS

SECTION 1 The President shall preside at all meetings. The President may appoint a Parliamentarian. The President shall appoint all Committee Chairs, unless otherwise provided for in these Bylaws, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall make an annual report to all members. The President shall be a member of the Budget Committee and have authority to sign such documents that may be required for conducting Corporation business in the absence of the Executive Director. The President shall coordinate with the Executive Director to conduct official correspondence for the Florida Theatre Conference, Inc., and shall, upon direction of the President, issue notices of the meetings to the Board of Directors and ex-officio members of the Board of Directors no later than two (2) weeks prior to each appointed meeting.

SECTION 2 The Vice President shall perform such duties as are assigned by the President and/or the Board of Directors. In the absence and/or disability of the President, the Vice President shall perform all duties of said office.

SECTION 3 The Secretary shall keep minutes of all meetings and shall send copies to all members of the Board of Directors. Copies of the minutes of the annual meeting shall be available upon request from the Executive Director. The Secretary shall be responsible for the safekeeping of the minutes of the fiscal year.

SECTION 4: The Treasurer shall supervise all financial transactions taken in the name of the Corporation, and insure that all records are maintained and in order. The Treasurer shall be a member of the Budget Committee and shall perform such duties as are assigned by the President and/or the Board of Directors. The Treasurer shall verify that the tax return is completed and filed each year.

ARTICLE X: DUTIES OF THE BOARD OF DIRECTORS

SECTION 1 The Board of Directors shall have control of the affairs of the Corporation, shall attend all scheduled Board meetings, shall execute the policies and the decisions of the membership, shall actively pursue the Corporation's objectives, and shall have sole discretion of the disbursement of funds. It may appoint subcommittees to work on specific projects. Attendance is defined by in person, on the telephone, or by live video stream.

SECTION 2 The elected Directors shall perform such duties as assigned to them by the President with the approval of the Board of Directors.

SECTION 3 The Division Chairs shall furnish leadership for the division which they represent, stimulate and develop interest in their respective areas, organize and promote the Festival for their division, submit these reports to the President, and supply news of their division to the FLORIDA THEATRE CONFERENCE NEWS publication. In addition, each Division Chair will be the liaison to the corresponding division of the Southeastern Theatre Conference (SETC).

SECTION 4 The State Representative to the Southeastern Theatre Conference Board of Directors will attend all Florida Theatre Conference Board of Directors meetings as well as all Southeastern Theatre Conference Board of Directors meetings and report to both Boards the actions of the other.

SECTION 5 The Board of Directors shall provide such Bylaws for the conduct of the business and the carrying out of its purposes, and shall have the sole authority to amend, alter or rescind said Bylaws as set forth by the Bylaws of the Corporation.

SECTION 6 If a Board Member is absent from two (2) consecutive meetings of the Board of Directors, unless excused by the vote of the Board of Directors, said officer may be removed from the Board. The Board of Directors shall fill such vacancies by appointing or approving a successor to take office immediately and serve the balance of the unexpired term of the office vacated.

ARTICLE XI: THEATRE DIVISIONS

SECTION 1 The Division Chairs shall be appointed or approved by the President on recommendation of the Divisions. The Chairs shall be voting members of the Board of Directors.

SECTION 2 The Florida Theatre Conference, Inc. President shall be an ex-officio member of all Divisions and shall be notified in advance of all meetings.

Section 3. The divisions may set additional meetings or events as determined by the division chair and with board approval.

ARTICLE XII: VACANCIES OF OFFICERS

SECTION 1 If any officer shall be unable or unwilling to perform the duties imposed by such office, the Board of Directors shall, by two-thirds vote of membership of the Board of Directors, declare the office vacant and appoint a successor to take office immediately and serve the balance of the unexpired term of the office so vacated.

SECTION 2 If an officer is absent for two (2) consecutive meetings of the Board of Directors, unless excused by the President, said officer may be removed from the Board. The President shall fill such

vacancies by appointing or approving a successor to take office immediately and serve the balance of the unexpired term of the office so vacated.

SECTION 3 If a vacancy in the office of President arises, under the provisions in this Article or by resignation, said office shall be filled by the Vice President who shall act until the next meeting when the Board can select a President who shall fill the balance of the unexpired term.

SECTION 4 If an Immediate Past President is unavailable to serve on the Board, the President, with the approval of the Board of Directors, shall appoint someone to serve in that capacity.

ARTICLE XIII: EXECUTIVE DIRECTOR

SECTION 1 - Executive Director. The Board, upon recommendation of the Executive Committee, may hire an Executive Director to serve as the chief operating officer of FTC. The duties of the Executive Director shall be established by the Board of Directors. The Executive Director may represent the interests of FTC as an agent and, with the authorization of the President, enter into contractual agreements on behalf of FTC.

SECTION 2 - Other staff. With the approval of the Executive Committee, the Executive Director may employ (and terminate) additional staff members as provided for in the operating budget and shall have the responsibility of supervising such staff.

ARTICLE XIV: MEETINGS

SECTION 1 The annual meeting shall be in the Fall; time and place must be decided 30 (thirty) days prior to the meeting. Election of officers shall take place every two (2) years.

SECTION 2 The Board of Directors shall meet quarterly and/or at the call of the President or a majority vote of the Executive Committee.

SECTION 3 The Executive Committee shall meet at the call of the President and/or a majority vote of the Committee.

SECTION 4 In addition to the annual meeting, a general meeting of the membership may be called by the President and/or a majority vote of the Board of Directors.

SECTION 5 At any scheduled meeting a quorum shall be eight (8) voting Board members. Attendance is defined by in person, on the telephone, or by live video stream.

ARTICLE XV: NOMINATIONS AND ELECTIONS

SECTION 1 Candidates for the office of President shall have served on the Board of Directors for at least one (1) year prior to being nominated for this office.

SECTION 2 The President may not serve more than three (3) consecutive two (2) year terms.

SECTION 3 Members of the Board of Directors, with the exception of the Division Chairs, shall not serve in the same office more than four (4) consecutive two (2) year terms.

SECTION 4 The person holding the position of Immediate Past President shall appoint (4) four committee members: two (2) members from the Board of Directors and (2) two from the general membership. The Committee shall correspond at least sixty (60) days prior to the annual meeting.

SECTION 5 The Nominating Committee shall prepare a slate of officers to be published and sent to all groups and individual members at least sixty (60) days prior to the meeting.

SECTION 6 Following the report of the Nominating Committee at the annual meeting, the delegates may nominate from the floor providing that prior consent has been given by the nominee.

SECTION 7 The President shall appoint a judge and two (2) tellers to serve as inspectors at the election. If there are nominations from the floor, voting shall be by secret ballot.

SECTION 8 A majority of votes cast shall constitute an election.

ARTICLE XVI: VOTING

SECTION 1 To cast a vote at the general membership meeting, a person must be an individual member, a lifetime member, or an organizational delegate in good standing of the organization. In general meetings, only members present and eligible may cast a vote.

ARTICLE XVII: FISCAL YEAR

SECTION 1 The fiscal year shall begin January 1 and end December 31.

ARTICLE XVIII: DUES

SECTION 1 The dues of the organization shall be established by a majority vote of the Board of Directors.

SECTION 2 Dues for membership coincide with the fiscal year and can be prorated at the discretion of the Executive Director.

ARTICLE XIX: STANDING COMMITTEES

SECTION 1 The President, with the approval of the Board of Directors, shall appoint a Chair of the following standing committees. Chairs and members may be chosen from the general membership.

(A) The Membership Committee shall implement a plan to increase membership and shall, assisted by the Board of Directors, work to recruit and retain members. The Chair shall keep a complete record of all members and addresses and shall compile and mail all changes to the Executive Director.

(B) The Long Range Planning Committee shall promote the Florida Theatre Conference, Inc. It will be composed of all the Board of Directors of the Corporation. The committee is charged with developing the future goal of the Corporation.

(C) The Publication and Social Media Committee shall be made up of the Executive Director, magazine/newsletter editor, the webmaster, and Social Media subcommittee, or in lieu of these positions, the President may assign a current board member to coordinate Social Media for the Corporation.

(D) The Budget Committee shall prepare a budget of estimated receipts and disbursements for presentation and adoption at the summer Board meeting. The President, Treasurer and Executive Director shall be members of this committee.

(E) The Bylaws Committee shall annually review the bylaws and make recommendations for amendments and/or revisions.

(F) The Festival Site Committee shall, with the approval of the Board of Directors, plan and conduct an annual Festival which will be held in conjunction with the annual meeting in the Fall. The chair of the committee shall coordinate all scheduling.

(G) The Scholarship Committee shall set criteria, evaluate applications, and select recipients with the approval of the Board of Directors.

(H) A Human Resources Committee shall include the Executive Committee and will be responsible for employment/personnel matters. The chair of this committee shall be the Vice President or another committee member as appointed by the President.

SECTION 2 Special Committees, as needed, shall be appointed by the President subject to the approval of the Board of Directors.

ARTICLE XX: AMENDMENTS

SECTION 1 Bylaws may be amended, altered, or rescinded by a majority vote of the Board of Directors at any regular meeting of the Board of Directors, or any special meeting called for such purpose. Thirty (30) days of notice of any such regular or special meeting shall be furnished in writing to members of the Board of intention to submit such amendments. Such notices shall include a summary of the amendments that are proposed.

ARTICLE XXI: AUTHORITY

SECTION 1 DEMOCRATIC RULES OF ORDER, NEWLY REVISED shall be the parliamentary authority for all procedural matters not specifically covered by the bylaws.

ARTICLE XXII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

SECTION 1 In the event of dissolution, the Board of Directors shall distribute the residual assets of the Corporation to one or more organizations which themselves qualify under SECTION 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding SECTIONS of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

SECTION 2 Notwithstanding any provision of these bylaws, this Corporation will not engage in any other activities not permitted by (a) a corporation exempt from Federal Revenue Income Tax under SECTION 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any further US Internal Revenue law or by (b) a corporation, contributions deductible under SECTION 170 (c) (2) of the Internal Revenue Code of 1954 or any corresponding provision of any further United States revenue.

These amended bylaws are adopted in the meeting assembled and finalized during the meeting of the Board of Directors of the Florida Theatre Conference, Inc.

January 6, 2024

Bylaws Committee: Alex Kanter, President; Marci J. Duncan, Immediate Past President; Gary Cadwallader, Member-at-large; Elena Maria Garcia, Professional Theatre Chair; Sara Brunow, Member-at-large.

APPENDIX A: POLICIES AND PROCEDURES

The Florida Theatre Conference strives to make each Festival a rewarding, educational, and artistic experience for all who attend. In order to assure a quality experience for each individual, organization, group, and guest, the Board of Directors has adopted the following policy for its Festivals.

- All groups, organizations, individuals and guests must check in at the registration desk before participating in Festival events.
- All groups, organizations, individuals and guests must observe the rules and regulations of the conference center. Actives deemed unacceptable by the conference center or the FTC Board will result in disqualification of all Festival events and a forfeiture of all monies paid to the Festival.
- All groups, organizations, individuals and guests must observe the laws of the host city and the State of Florida.
- All groups, organizations, individuals, and guests of the Festival Hotels/Motels must observe Hotel/Motel regulations.
- All monies paid to the Festival are non-refundable.
- All groups, organizations, individuals and guests that fail to observe the policies stated above will be disqualified from all Festival events and forfeit all monies paid to the FTC Festival. Under certain circumstances, as determined by the Board of Directors of FTC, groups, organizations, individuals and guests may be disqualified from future Festivals.

The Board of Directors of the Florida Theatre Conference has enacted these policies to help ensure that the Festival continues to provide you and your organization a quality theatre experience. If you have any questions, please do not hesitate to contact the Board at www.flatheatre.org.

These policies and procedures must appear in all materials sent to participants, the festival newsletter and the Festival program.

Appendix B: Non-discrimination Policy

FTC shall not discriminate on the basis of age, color, disability, sex, sexual orientation, gender, gender expression, gender identity, genetic information, military veteran status, national origin, race, ethnicity, religion, or any other characteristic protected by law. FTC is committed to providing an inclusive and welcoming environment. These activities include employment, membership, holding office, volunteering, and participating in FTC activities, including (but not limited to) conventions, meetings, auditions, and performances.