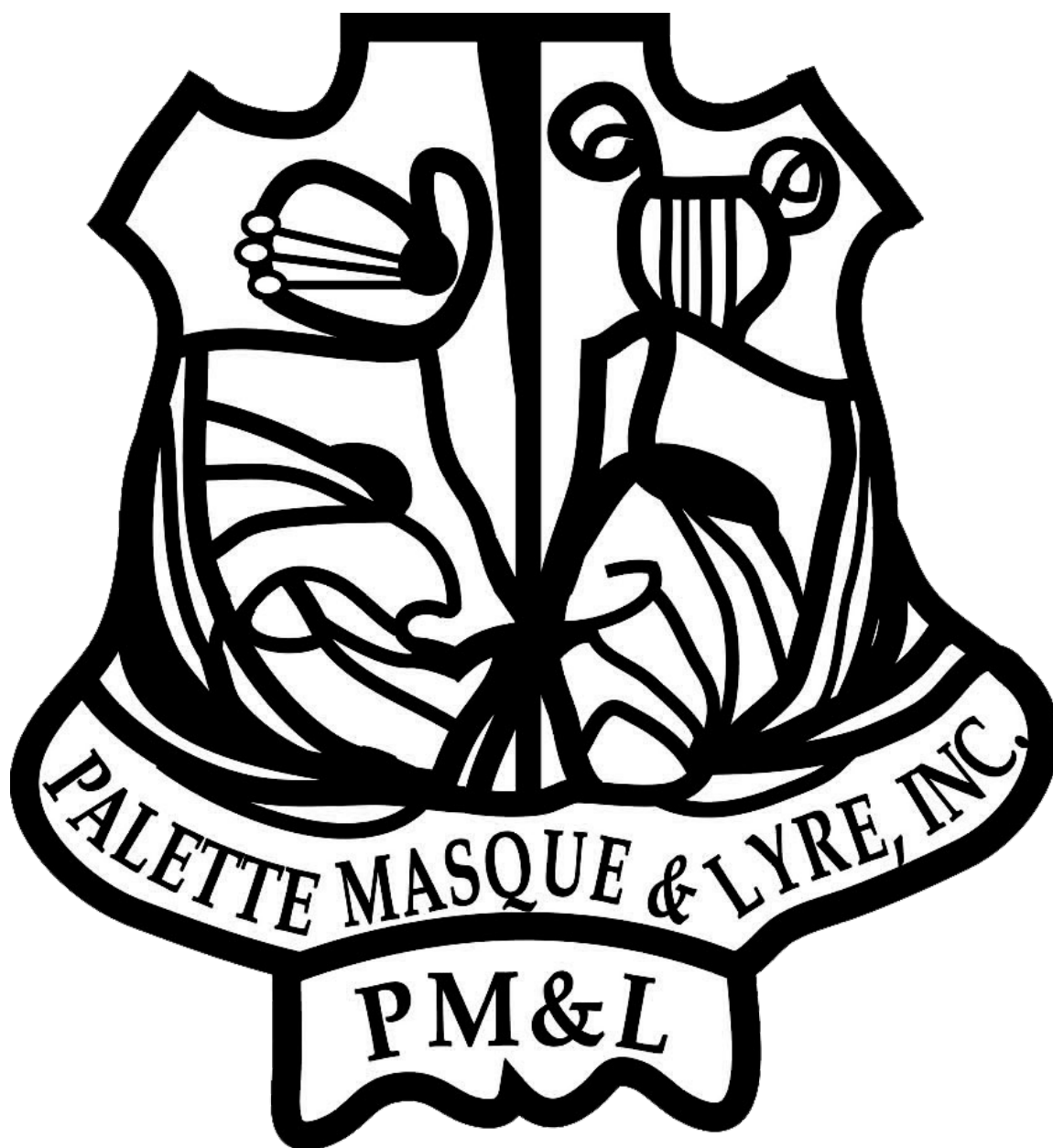


# PALETTE, MASQUE AND LYRE, INC

## BYLAWS



## **PREAMBLE**

The following is the statement of the purpose for Palette, Masque and Lyre, Inc. (PM&L) filed in the ARTICLES OF INCORPORATION in the OFFICE of the Secretary of State on the 4th day of February, 1963, as provided by the "GENERAL NOT FOR PROFIT ACT" of Illinois:

"The purposes for which the corporation is organized are: to promote the fine arts by producing plays, art exhibits, music concerts, musical comedies and instructing the same." PM&L, Inc. does not discriminate against any prospective member or participant because of his or her race, color, religion, sex, national origin, ancestry, age, order of protection status, marital status, physical or mental disability, military status, sexual orientation, pregnancy, or unfavorable discharge from military service.

## **ARTICLE I: MEMBERSHIP**

### **SEC. 1: ELIGIBILITY**

Any person may become a member upon election and payment of dues as provided in the bylaws. All active members, as defined below, are eligible to vote in general meetings.

### **SEC. 2: CLASSIFICATION**

The membership shall be divided into two classifications: Active and Junior.

### **SEC. 3: ACTIVE MEMBERSHIP**

Active members shall be entitled to all rights and privileges of PM&L and shall share in its activities. Only active members (as per sections 6, 7, & 9 below) may vote or hold office. Annual dues for members will be in an amount to be set annually by the Board of Directors (Board) at the June board meeting. A waiver or reduction in membership fees is available for individual members when voted upon and granted by the Board.

### **SEC. 4: JUNIOR MEMBERSHIP**

Any person under 18 years of age may become a junior member of PM&L. A junior member may enjoy all the privileges of the organization except the right to vote and the right to hold office. A junior member may take part in any major production of the PM&L with the consent of his/her parents or guardian. Junior members may apply for regular membership after they reach 18 years of age. Annual dues for junior membership will be in an amount to be set annually by the Board at the June board meeting.

### **SEC. 5: NOMINATIONS FOR MEMBERSHIP**

Application and nomination for active membership shall be made to the Membership Committee. Such application shall be recommended by at least one Active member. The Chairman of the Membership Committee shall report all applications for membership to the Board.

## **SEC. 6: ACCEPTANCE OF MEMBERSHIP APPLICATIONS**

All new applicants for membership shall be subject to acceptance by a majority vote of a quorum of the Board.

## **SEC. 7: MAINTENANCE OF ACTIVE MEMBERSHIP**

To maintain active membership in PM&L, the minimum annual requirements are: a minimum age of 18 years, conduct consistent with the purpose of PM&L, and suggested attendance at the annual meeting.

Although not a requirement, it is recommended and urged that each active member participate in at least one of the following each year: service on any standing committee or on the Board; service and participation on any production committee, in the cast or crew, or in the direction of any major play or in a workshop play; and/or participation in any special activity requested by the Board, executive officers, or directors of shows.

## **SEC. 8: COMMUNITY PARTICIPATION**

It shall be the purpose of the organization to establish PM&L as a community institution. Non-members shall be encouraged to attend all public functions and meetings, to try out for parts in its productions, activities in art, drama, and music, with a view to encourage their membership.

## **SEC. 9: CURRENT ACTIVE MEMBER ROSTER**

It shall be the duty of the Membership Committee by August of each year to revise the membership roster in accordance with Sec. 3, 6, and 7 above. This roster will provide the list of active members eligible to vote in the Annual Meeting. A member may resign at any time by giving written notice of resignation to the Membership Committee Chairman. Persons who have not held membership for six months prior to the Annual Meeting may not vote in the elections of officers and directors of the Board, nor for the annual acting/production awards.

## **ARTICLE II: DISTRIBUTION OF BYLAWS**

### **SEC. 1: DISTRIBUTION OF BYLAWS**

Each member, upon written request, may receive a printed copy of the Board Policies and bylaws. Said documents shall also be available in electronic form on the member page of the PM&L website.

## **ARTICLE III: MEETINGS**

### **SEC. 1: ANNUAL MEETINGS**

The Annual Meeting of the PM&L membership shall be held in August or September of each year at such place and time as designated by the Board.

The business of the meeting shall consist of Annual Reports of officers and committee chairpersons, and the election of members of the Board and officers as provided in these bylaws.

## SEC. 2: SPECIAL MEETINGS

Special Meetings may be called at the discretion of the President or by request of four members of the Board or by written request of fifteen or more active members of the organization, to conduct such business as is necessary. The call for a Special Meeting shall state the purpose of the meeting and the business transacted shall be confined to the subjects as stated in the call. Meeting to be held no more than 30 days from receipt of written request.

## SEC. 3: GENERAL MEETINGS

Regular membership meetings of the organization shall be held annually on such days and at such places as are designated by the Board. The meeting days and times will be determined at the first regular meeting of the newly elected Board.

## SEC. 4: BOARD MEETINGS

Immediately following the annual meeting, the newly elected Board will conduct a short meeting to determine the date of the first regular meeting. Regular meetings of the Board shall be held every month on a specified day and time and adhered to throughout the year. The meeting days and times will be determined at the first regular meeting of the newly elected Board. The General membership is welcome to attend. Any necessary business that cannot be discussed in the presence of non-board members will be conducted in executive session.

Members of the Board may participate in and vote at any regular or special meeting through the use of any means of communication by which all board members participating may simultaneously hear each other during the meeting, including in person, internet video, or by telephone conference call.

The Board may enter executive session only after a successful motion naming one or more of the following topics: Personnel, Sale or Acquisition of assets, litigation, or past executive minutes. Only the item(s) named in the motion may be discussed during the executive session. Only in-person attendees may participate in executive session.

## SEC. 5: QUORUMS

Twenty percent (20%) of the active members shall constitute a quorum at any Membership, special or annual meeting, and a majority of the elected Board shall constitute a quorum for any Board meeting.

## SEC. 6: NOTICES

Written (upon request) or electronic notices of all regular and special meetings of the board or membership shall be given. Such notice shall state the place, day and hour of the meeting, and in case of a special meeting, the purpose for which the meeting is called. If for any reason a regularly scheduled Board Meeting needs to be rescheduled there must be a two-thirds (2/3) majority vote by

the Board and notice to the membership must be given no less than fourteen (14) days in advance of the alternate date.

## **ARTICLE IV: THE BOARD OF DIRECTORS**

### **SEC. 1: QUALIFICATIONS**

Individual members, who have maintained an active membership in good standing for a minimum of the 6 months prior to election or appointment, shall be qualified to become officers and directors of PM&L. No one shall be eligible for the office of President or one of the three vice-president offices who has not served at least one year on the Board.

The Board shall consist of all incumbent elected officers and directors of PM&L. The immediate past president is also an ex-officio and voting member of the Board for a 2-year term.

### **SEC. 2: ELECTION AND TERM OF OFFICE**

The Board shall, on or before its July meeting, announce to the active membership the appointment of a Nominating Committee consisting of three (3) members: one from the Board who shall act as chairperson, and two (2) from the active membership roster.

The Nominating Committee shall present its list of candidates to the Board no later than the August Board Meeting. Wherever practicable, members of the Nominating Committee shall not be candidates for election.

It shall be the duty of the Nominating Committee to meet, prepare and present an official ballot, the form of which the Board will approve.

Nominations for officers and directors may also be made from the floor at the Annual Meeting.

No absentee ballots will be issued.

The President shall appoint judges to supervise the election and act as tellers in determining the election results. Officers will be elected one by one from top office to lowest office; e.g., President (hold elections/results), followed by VP of Production (hold election/results), etc. Directors will be elected en masse with the open seats going to whomever receives the largest number of votes, second largest etc. In the event of a tie for any remaining seats, a runoff will be held. Vote totals will not be announced but be given to the recording secretary to be kept on record.

No more than two members from one family (defined as not more than two adult partners and any dependent children in one residence) may sit on the Board; only one may be an Officer.

The President, Vice President of Production, Vice President of Marketing, Recording Secretary and two directors shall be elected in the odd calendar years.

The Vice President of Operations, Correspondence Secretary, Treasurer and three directors shall be elected in the even calendar years.

### **SEC. 3: VACANCIES**

Any vacancy occurring on the Board may be filled until the next succeeding Annual Election by appointment of the President and the affirmative vote of the majority of the directors then in office.

### **SEC. 4: RESIGNATIONS**

Any officer or director, by written notice given to the President, may resign his/her office.

### **SEC. 5: REMOVAL**

Any officer or director may, for proper cause shown after a full hearing by the Board, be removed from office by a three fourths ( $\frac{3}{4}$ ) majority vote of the Board.

### **SEC. 6: DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

The affairs, property, and business of PM&L shall be managed by its Board. It shall be responsible to the General Membership for proper conduct of all business of the organization. It shall have all the authority and power to do all lawful acts and things in the management of the affairs of the corporation as are conferred upon it by the Certificate of Incorporation and the Laws of the State of Illinois, including the power to establish compensation for its employees and agents, provided, however, that no Board member shall receive any compensation for his/her services as such.

A committee consisting of at least: the President, the Vice President of Operations, the Vice President of Productions, the Vice President of Marketing and the Treasurer (the Executive Committee) shall provide a proposed budget to the August meeting of the Board. At this meeting, the Board will be required to arrive at a final approved budget for the coming season. A summary of the approved budget will be read as part of the Treasurer's report at the Annual Meeting. Line item changes of the approved budget will require acceptance by two thirds ( $\frac{2}{3}$ ) of all members of the Board.

In the interest of maintaining the budget, every production at or produced by PM&L shall be appointed no less than one (1) Board member to serve as producer. A list of producer responsibilities shall be maintained by the Board.

## **ARTICLE V: OFFICERS**

### **SEC. 1: OFFICERS**

The six officers designated in Article IV, Sec. 2, shall each serve a term of two years, and election to the office shall place them on the Board.

### **SEC. 2: PRESIDENT**

The President shall be the principal officer of PM&L and shall, subject to the control of the Board, be responsible for the overall management, supervision and control of the business and affairs of the organization. He/She shall, when present, preside at all meetings of the membership and of the

Board. He/She may sign, with any proper officer of the corporation authorized by the Board, any and all documents to which the corporation is a party to, and as may be required from time to time by the Board. He/She shall appoint all special committees subject to the ratification of the Board, and shall be a member ex-officio of all committees of the organization. He/She shall cause to be reported to the organization the names of newly elected members, resignations and all business transacted by the Board which is of sufficient importance to occupy the time of the organization. He/She shall also perform any other duties as stated in these bylaws.

### SEC. 3: VICE PRESIDENT OPERATIONS (VP OP)

The Vice President Operations shall assist the President, assume all functions relating to the overall operations of PM&L, and shall be directly responsible to the President for the direction of these duties. The VP OP shall assume and perform functions of the President during his/her absence or disability. The following standing committees are the responsibility of the VP OP in consultation with the President. The VP OP shall report on the work of each committee at every Board/General Meeting. The Chairperson of each committee shall be named by the VO OP in consultation with the President. The committee membership will be solicited from the General Membership. These committees are to be named by October 31 each year. The VP OP standing committees and their basic function(s) are:

1. **Social.** Responsible for the social gatherings of the Theatre, including the Annual Awards Banquet.
2. **House Management.** This group is responsible for the Host/Hostess and Concessions functions and general cleanliness of the Theatre.
3. **Legislative.** This committee is responsible for reviewing the bylaws to be assured that they serve the overall objectives of the Theatre and that they are timely. They are also responsible for authoring and maintaining the policies and procedures.
4. **Maintenance.** This committee is responsible for maintaining the theater building.
5. **Awards.** This committee is responsible for handling the composition and mailing of acting/production awards ballots, tallying of ballots received, and preparation of award certificates for the annual awards banquet.
6. **Membership.** This committee shall maintain the membership roster. They also are responsible for annual solicitation of membership involvement in various committee assignments at the Annual Meeting and appropriate follow-up. Finally, they are also responsible for marketing Theatre membership.

### SEC. 4: VICE PRESIDENT PRODUCTION (VP PRD)

The Vice President Production shall assist the President, shall oversee functions relating to all Theatre productions, direct the overall performing functions of the Theatre on an ongoing basis, and shall be directly responsible to the President for the direction of these duties. The VP PRD shall assume the function and duties of the President upon the absence or disability of the President and the VP OP. The following standing committees are the responsibility of the VP PRD in consultation with the President. The VP PRD shall report on the work of each committee at every Board/General Meeting. The Chairperson of each committee shall be named by the VP PRD in consultation with the President. The committee membership will be solicited from the General Membership. These committees are to be named by October 31 each year. The VP PRD standing committees and their basic function(s) are:

1. **Play Selection.** This committee is responsible for presenting to the Board, by February of each year, an acceptable slate of shows for the season after next. If any changes are necessary for the upcoming season, this committee shall facilitate the Board's decision.
2. **Play Directors.** By virtue of their appointment, all Play Directors (active, inactive, and apprentice) are members of this committee. In addition to making contributions to Play Selection, this committee provides production support to other directors. They are required to see the entirety of each of the season shows live to maintain active status. Exceptions can be made for extenuating circumstances by a two thirds (2/3rds) vote of the Board.

Any play director may be moved to inactive status at any time by request of said director, or by a three fourths (¾) majority vote of the Board. Full removal from the committee requires that proper cause be shown after a full hearing by the Board, and a vote by a three fourths (¾) majority vote of the Board.

3. **Costumes.** This committee shall be responsible for maintaining the Theatre's costumes.
4. **Properties.** This committee shall be responsible for maintaining the Theatre's properties.
5. **Technical.** This committee shall be responsible for the purchase, installation, use and maintenance of the Theatre's technical equipment, in accordance to the budget.
6. **Set/Build.** This committee shall be responsible to serve as a resource for set building or consulting.
7. **Strike.** This committee shall be responsible for tear-down of sets in conjunction with the current production cast and crew. Set disposition decisions and storage are also the responsibility of this committee.
8. **Workshops.** This committee shall be responsible for providing a suggested minimum of one (1) workshop annually on some aspect of production. Our workshops are to be open to the public, as well as our membership. They shall be promoted via all typical advertising means.
9. **Youth Theatre.** This committee shall be responsible for providing theatre arts performance and learning opportunities specifically geared toward young people under the age of 18.

## SEC. 5: VICE PRESIDENT MARKETING (VP MKTG)

The Vice President Marketing shall assist the President and assume all functions relating to the Theatre's membership and the marketing of its productions, and shall be directly responsible to the President for the execution of these duties. The VP MKTG shall assume the function and duties of the President upon the absence or disability of the President the VP OP and the VP PRD. The following standing committees are the responsibility of the VP MKTG in consultation with the President. The VP MKTG shall report on the work of each committee at every Board/General Meeting. The Chairperson of each committee shall be named by the VP MKTG in consultation with the President. The committee membership will be solicited from the general membership. These committees are to be named by October 31 each year. The VP MKTG standing committees and their basic function(s) are:

1. **Print & Media.** This committee shall be responsible for production of all printed publicity including programs (production and advertising sales), posters and print advertising as well as relations with the media.
2. **Digital Marketing.** This committee shall be responsible for digital omnichannel marketing programs in web, social media, email and other forms of electronic communication.



3. **Sales & Service.** This committee shall be liaisons to the Box Office staff in order to work cooperatively on the theatre's sales marketing. It shall also be responsible for engagement of our current customers such as loyalty and VIP programs as well as customer service issues.
4. **Outreach.** This committee shall be responsible for engaging new customers and external partners in the community to include fundraising, group sales, community organizations and events.

## SEC. 6: RECORDING SECRETARY

The Recording Secretary shall keep the minutes of all board, general, special, and annual meetings. Digital and physical copies shall be maintained, and made available. The minutes shall be complete, legible, and shall be submitted to the Correspondence Secretary to be distributed for review and distribution to the Board no later than one week prior to the date of the next meeting.

## SEC. 7: CORRESPONDENCE SECRETARY

The Correspondence Secretary shall see that all notices are duly given in accordance with these bylaws, and at the decision of the Board. The Secretary is responsible for internal notices except those from standing committees and shall call special meetings when requested to do so in accordance with Article III Section 6 of the bylaws.

## SEC. 8: TREASURER

The Treasurer shall have custody of all funds and securities of the organization which may come into the Treasurer's hands, and deposit or invest the same as directed by the Board in the name of PM&L. The Treasurer shall pay all bills subject to the approval of the Board. The Treasurer shall make an annual report to the organization, which report shall be examined and certified by an auditing committee appointed by the President. He/She shall at all reasonable times exhibit the books and accounts to any member of PM&L upon written request, and shall perform all acts incident to the position of Treasurer of which are properly required of him/her by the Board.

## SEC. 9: STANDING COMMITTEES

The Standing Committees shall be as follows:

Print & Media	Awards	Sales & Service
Costumes	House Management	Legislative
Maintenance	Digital Marketing	Membership
Play Directors	Play Selection	Properties (Props)
Publicity	Set/Build	Social
Strike	Technical	Workshops
Outreach		

## ARTICLE VI: MISCELLANEOUS

### SEC. 1: REMOVAL

Any member may be removed by the Board whenever, in the judgment of said Board, the best interest of PM&L will be served thereby. Removal requires a three fourths ( $\frac{3}{4}$ ) majority vote of the Board.

## **SEC. 2: FISCAL YEAR**

The Fiscal Year of PM&L shall end on August 31 each year.

## **SEC. 3: AMENDMENTS TO THE BYLAWS**

Bylaws may be amended as provided in this paragraph. Members may request an amendment to the bylaws provided that the proposed amendment shall have been submitted in writing, signed by a member in good standing, and presented to the general membership via a first reading in the PM&L members' Newsletter. The proposed amendment shall be re-read and shall be voted upon at the next succeeding general membership meeting. An affirmative two thirds ( $\frac{2}{3}$ ) vote of all members present shall be required for the adoption of the amendment.

## **SEC. 4: CONDUCT OF MEETINGS**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the convention in all cases to which they are applicable and in which they are not inconsistent with the bylaws of PM&L.

## **SEC. 5: EFFECTIVE DATE OF BYLAWS**

The foregoing bylaws shall be deemed in force and effect from and after the 12th day of March, 1963.

## **SEC. 6: MISCELLANEOUS**

A committee designated by the President must accomplish an audit of the financial records in time for presentation at the December meeting of the Board. The Board is required to arrive at an approved audit as required by law, in time for the January General Meeting. In addition, a complete audit by an outside auditor shall be accomplished no less than once every five years.

## **ARTICLE VII: DISSOLUTION OF PM&L ASSETS**

### **SEC. 1**

Upon termination or dissolution of PM&L, assets will be distributed as follows:

1. Enough assets sold to cover the outstanding bills.
2. Remainder of assets to be donated to an appropriate Lake County, Illinois arts organization.

### **SEC. 2**

The Board shall be empowered to sell those assets necessary to pay bills, but is instructed to sell at the highest achievable price.