



## CHILDREN'S BALLET THEATRE OF MICHIGAN BYLAWS May 2009

### ARTICLE I Name

Name The name of this organization is Children's Ballet Theatre of Michigan, Inc. (CBT)

### ARTICLE II Mission Statement

The mission of the Children's Ballet Theatre of Michigan is to provide a youth-oriented, community-based ballet performance company in Michigan with the highest possible dance, artistic and performance standards, while fostering a greater appreciation of ballet as an art form.

### ARTICLE III Purpose

The organization's purpose is to benefit Michigan and especially the mid-Michigan community through the operation of a regionally-based youth ballet company offering dancers 8 to 18 the opportunity to develop to their highest potential in classical and contemporary ballet by providing superior training and support in a creative and nurturing environment, and enhancing public appreciation of dance through affordable, youth-oriented productions.

### ARTICLE IV Membership

The CBT company membership consists of dancers, age 8-18, admitted to CBT by audition. The CBT voting membership consists of: a) one parent, guardian, or designated representative of each current CBT dancer in good standing, and b) CBT Board Members who do not otherwise have voting privileges as a dancer representative. Each dancer family, however, represents one voting opportunity. A Board Member may not have a vote under provision b if they could qualify under provision a, but choose to have an alternative dancer representative vote. Board members may be elected by the membership to a membership term of at least one year or appointed by the Board to fill a Board vacancy from any or each of the following categories:

- Company Supporters: A parent or legal guardian of a CBT dancer.
- Community Supporters: An individual or representative of an organization providing substantial financial or in-kind support or expertise to the company.
- Member Alumni: A parent or legal guardian of a former CBT dancer.
- Dancer Alumni: A former dancer of CBT age 18 or older.
- Artistic Supporters: A dance educator, professional dancer, or other individual with outstanding credentials of value to the organization.

The CBT non-voting membership is anyone who is not designated as a voting member who is willing to contribute to the good of the organization according to CBT's Policies and Procedures. For purposes of these bylaws, a "current dancer in good standing" means a dancer for whom there are no outstanding financial obligations to the organization, and includes a dancer who has been granted a leave of absence or performance leave of absence by the Board of Directors.

## **ARTICLE V Meetings of the Organization**

Sec. 1 Annual Meeting The Annual Meeting of the membership is held within four weeks after the annual Spring production, but no later than June 15.

Sec. 2 Regular Meetings In addition to the Annual Meeting, regular meetings of the membership are held at least once every fall and spring season. Regular meetings may be held in conjunction with meetings of the Board of Directors. A copy of the minutes of a membership meeting must be made available at the studio to the membership for review at least 7 days after any regular meeting of the membership at the studio and, where possible, made available to the membership via electronic technology.

Sec. 3 Special Meetings A meeting of the membership may be held at any other time after notice to the members by the Corresponding Secretary upon a call of:

- The CBT Chair
- A majority of the CBT Executive Committee
- A majority of the CBT Board of Directors
- 25% or more of the membership, as expressed in a written petition to the Chair. An electronic petition is sufficient to satisfy this requirement.

Sec. 4 Notice Notice and an agenda identifying the time, place and purpose of the meeting must be provided at least seven days prior to the meeting. If practical, notice must be posted at the studio and in addition must be provided by at least one of the following methods:

- First class mail to all members
- Telephone notification to all members
- E-mail messages to all members with e-mail addresses, and any other listed method to those members without e-mail addresses

Sec. 5 Quorum of the Members A quorum consists of 51 percent of those eligible to vote. A simple majority of a quorum may add an item to the meeting agenda. In the absence of a quorum, the members present may act in an advisory capacity only.

Sec. 6 Voting Each voting member has one vote. A simple majority of those present and voting constitutes the action of the organization. Voting for the election of Board members is by secret ballot. Given sufficient assurance of confidentiality and security, electronic website voting or another form of absentee voting may be authorized by the Board for the election of Board members. On other matters, a secret ballot may be called for by a simple majority of the members serving. There is no voting by proxy.

Sec. 7 Emergency Telephone/E-Mail Poll At the call of a majority of the Board of Directors, a telephone or e-mail poll of the membership may be conducted on a specific question. Action taken as a result of a telephone/e-mail poll must be put on the agenda for a vote at the next regular meeting of the membership.

## **ARTICLE VI Board of Directors**

Sec. 1 Board of Directors, General Powers Members of the Board of Directors (Board) act as representatives of the membership to carry out the purposes of the organization, and the Board has authority to so act. Except as otherwise delegated by a majority of the Board members, the Board has the exclusive authority to hire, supervise, and fire staff of the organization, to enter into contracts, and to perform all other acts necessary to accomplish the purposes of the organization.

At the first meeting of the Board of Directors following the election of Board members at the Annual Meeting, the Board must elect the officers of the organization.

Sec. 2 Powers of Individual Directors No individual Board member has the authority to act on behalf of the Board except as provided in these Bylaws or as approved by the Board. For a specific instance and purpose only, the Board may authorize any officer or agent to enter into any contract or receive any grant or execute and deliver any instrument in the name of and on behalf of the organization. Unless authorized by the Board, no agent, officer, or employee has any power or authority to bind the organization by any contract, grant, or engagement, or to pledge its credit, or render it liable for any purpose or amount.

Sec. 3 Composition The Board consists of members elected by the voting membership from the current membership and other qualified categories in CBT Bylaws Article V at the Annual Meeting and any members appointed by the Board to fill vacancies on the Board. The immediate past Chair is an ex-officio member of the Board. Employees may not be voting members of the Board of Directors.

Sec. 4 Number The Board consists of no less than 11 nor more than 15 members, as determined by the Board of Directors. Before each Annual Meeting the Board must determine the number of Board members to be elected by the voting membership at the Annual Meeting. The size of the Board may not be decreased by eliminating the position of a member or members of the Board before the expiration of the member's term.

Sec. 5 Elections A nominating committee appointed by a majority of the Board must present a list of nominees for the membership's consideration at least 3 days prior to the Annual Meeting. To the extent possible the list should consist of at least twice the number of candidates for each position as there are positions. In addition to the list of nominees presented by the nominating committee, members may submit write in candidates at the Annual Meeting. Persons nominated must signify their willingness to serve before their name may be placed on the ballot.

Sec. 6 Board Meetings Board meetings are held once a month during the Fall and Spring production seasons, at least twice during the summer, and at other times, with proper notice, upon call of the Chair, or a majority of the Board or Executive Committee. The Chair or a majority of the Executive Committee or Board has the authority to cancel and reschedule a regularly scheduled Board Meeting in the best interest of the Company. An agenda for each regularly scheduled board meeting shall be made available via electronic technology to all CBT members at least 72 hours before the meeting.

Sec. 7 Quorum Fifty percent of the Board present at a Board meeting constitutes a quorum. Members may be “present” in person or telephonically. In the absence of a quorum, no official action may occur.

Sec. 8 Terms of Office The regular term of a Board member is from the Annual Meeting at which he or she is elected to the second Annual Meeting after his or her election. The term of a member appointed by the Board to fill a vacancy runs from the date of his or her appointment until the next Board Election.

Sec. 9 Vacancies It is the responsibility of the Board to fill vacancies on the Board by appointment of the majority of the Board. Unless a vacancy on the Board would reduce the members to less than 11, the Board may elect to leave the seat vacant. If the Board determines that the vacant seat should be filled, as soon as practicable after the vacancy occurs the membership must be notified of the vacancy and of the process for applying to fill the vacancy. Nominations from the membership or the Board itself to fill the vacated seat must be made no later than one day prior to the meeting at which the vacancy is to be filled, accompanied by a signed expression of interest by the person nominated, or a nomination may be made in person at the meeting. A person who is not a parent or legal guardian of a current dancer but who qualifies for Board membership under Article IV may be appointed to the Board to fill a vacancy, at which point the person also becomes a voting member of the organization.

Sec. 10 Removals and Recall A Board member may be removed for cause by a two-thirds vote of the Board, or may be recalled by a two-thirds vote of the voting membership.

Sec. 11 Emergency Email/Telephone Action At the call of the Chair in emergency situations, an e-mail or telephone poll of all Board members may be conducted on a specific question. Action taken as a result of an emergency telephone or e-mail vote must be reviewed and ratified or rescinded at the next regular meeting.

## **ARTICLE VII Executive Committee**

Sec. 1 General Powers The Executive Committee is the officers of the organization as elected by the Board from its current membership at the first meeting of the Board of Directors held after the Annual Meeting. Between meetings of the Board, the Executive Committee has the authority to govern and direct the organization in the manner it considers best for the interest of the organization on actions it considers must be handled in the best interest of the organization before the next regular or special meeting of the Board. The exercise of these powers is subject to the limitations of these Bylaws and any specific directive imposed by the Board, and by the laws of the State of Michigan. The Executive Committee has no power to amend the bylaws, to make rules and regulations governing nominations and elections, to fill vacancies in its own membership, or on the Board, or to elect officers of the Board, but unless otherwise ordered by the Board, may exercise all other powers of the Board between meetings of the Board. Actions taken by the Executive Committee must be reported to the Board no later than at the next Board

meeting, and are subject to amendment or revocation by the Board. The Executive Committee performs other duties as the Board may prescribe from time to time.

Sec. 2. Executive Committee Composition The members of the Executive Committee are the Chair, Chair-Elect, Recording Secretary, Corresponding Secretary, and Treasurer. The Immediate Past Chair also serves as an ex-officio member of the Executive Committee.

Sec. 3 Meetings The Executive Committee meets at the call of the Chair or of any two of its members. Action of the majority constitutes action by the Committee. The Executive Committee must keep regular minutes of its proceedings and submit them for examination and approval at the next meeting of the Board. Any member of the Board may attend an Executive Committee meeting.

Sec. 4 Terms of Office The term of office of the officers of the Board is from Annual Meeting to Annual Meeting, but does not end until the officer's successor is elected and serving.

Sec. 5 Vacancies A vacant office must be filled by the Board for the balance of the term of the vacant position.

## **ARTICLE VIII Officers**

Sec. 1 Duties of the Chair The Chair must:

- call the annual and regular meetings of the membership, board meetings, and Executive Committee meetings.
- carry out the decisions of the Board.
- oversee the work of the other Board officers.
- appoint committees and committee chairs, and assign responsibilities to the committees, consistent with the direction of the Board. All appointments and removals must be approved by a simple majority of the Board of Directors.
- serve as an ex-officio member of every committee, unless otherwise provided by the Board.
- sign any contracts or agreements authorized by the Board in the name and on behalf of the organization.
- maintain checking and/or savings accounts as necessary for the best financial interests of the organization.
- perform other duties prescribed in Board approved CBT policies and procedures manuals and incidental to the office.

Sec. 2 Duties of the Chair Elect The Chair Elect must:

- assist the Chair in the supervision of all other officers and the work of committees.
- perform tasks assigned by the Chair.

- maintain checking and/or savings accounts as necessary for the best financial interests of the organization.
- perform other duties prescribed in Board approved CBT policies and procedures manuals and incidental to the office.
- preside at all meetings in the absence of the Chair.

Sec. 3 Duties of the Recording Secretary The Recording Secretary must:

- record and transcribe accurately and fully the minutes of Board meetings, Membership meetings and the Annual Meeting.
- preserve minutes and other official documents of the organization in an appropriate manner so they may be produced for inspection as prescribed by law, and given to the Recording Secretary's successor.
- make minutes available to any member who requests them, at reasonable times and places. This duty is fulfilled when the minutes are posted via electronic technology.
- perform other duties prescribed in Board approved CBT policies and procedures manuals and incidental to the office.

Sec. 4 Secretary The Corresponding Secretary must:

- Issue or oversee all official correspondence of the organization.
- Issue or oversee general organizational correspondence to members, including notice of meetings and callbacks.
- perform other duties prescribed in Board approved CBT policies and procedures manuals and incidental to the office.

Sec. 5 Duties of the Treasurer The Treasurer must:

- be responsible for the collection and disbursement of all organization monies pursuant to the direction of the Board.
- oversee maintenance checking and/or savings accounts as necessary for the best financial interests of the organization.
- oversee and direct the Recording Secretary to deposit all monies paid to the organization promptly in appropriate bank depositories under the organization's name.
- oversee and direct the Corresponding Secretary to pay all bills of the organization when due.
- keep accurate and complete records of all financial transactions of the organization, and make financial records available to any member upon reasonable demand and at reasonable times and places.
- prepare and present monthly financial reports to the Executive Committee and the Board.
- oversee disbursements for authorized, budgeted items or disbursements up to the dollar limit determined by the Board.

- serve on committees requiring the knowledge and expertise of the Treasurer and perform other duties prescribed in Board approved CBT policies and procedures manuals and incidental to the office.

## **ARTICLE IX Finances**

Sec. 1 Income All revenues of the organization must be expended only as authorized by the bylaws for purposes consistent with the bylaws of the organization.

Sec. 2 Conflict of Interest No part of any earnings shall inure to the financial benefit of any member or members of the organization. Other than voting on issues related to dancer tuition and costs, board members may not cast a vote in any matter in which they know they have a pecuniary or personal conflict of interest. "Conflict of interest" means a direct interest of a public officer, his or her spouse, household member, business associate, employer or employee, in the outcome of a cause, proceeding, application or any other matter pending before the officer or before the public body in which he or she holds. "Conflict of interest" does not arise in the case of votes or decisions on matters in which the public officer has a personal or pecuniary interest in the outcome no greater than that of other persons generally affected by the decision.

## **ARTICLE X Committees**

Sec. 1 Committees It is the responsibility of the Board to create whatever committees are necessary for the operation of the organization.

Sec. 2 Ad Hoc Committees The Executive Committee may establish one or more ad hoc committees. Members of advisory committees serve at the pleasure of the Chair. Advisory committees advise the officers of the organization in all matters designated by the Executive Committee.

## **ARTICLE XI Rules of Order**

Rules of Order The presiding officer of the meeting is responsible for conducting each meeting in a manner consistent with these bylaws and order. The business of the organization is conducted according to *Robert's Rules of Order of Deliberative Assemblies Revised*, except where in conflict with Michigan law or the organization's bylaws, or on specific occasions when by agreement of the majority a meeting is conducted according to other rules and procedures.

## **ARTICLE XII Amendments**

Amendments These Bylaws may be amended by a two-thirds vote of the Board members present at any meeting of the Board, after notice of the meeting and proposed amendment has been given to all members in accordance with the notice requirements of Article V. At the next

meeting of the membership, any amendment adopted by the Board must be placed on the consent agenda for ratification or rescission.

### **ARTICLE XIII Fiscal Year**

Sec. 1 Fiscal Year The fiscal year of the organization is September 1 through August 31.

Sec. 2 Audit There shall be at least a biennial audit of the organization. The Board of Directors may provide for an annual audit of the corporation's books, contracts, or grants.

### **ARTICLE XIV Dissolution**

Sec. 1 Procedure of Dissolution The organization may be dissolved pursuant to the statutes of the State of Michigan then in effect.

Sec. 2 Distribution of Assets In the event of dissolution, all assets of the organization after payment of debts and liabilities, will be distributed to such representatives as designated by the Board of Directors which are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or a corresponding provision of a future United States Internal Revenue law.

### **ARTICLE XV Statement of Nondiscrimination**

Statement of Nondiscrimination Selection as a company dancer, based strictly upon artistic merit within the idiom of classical ballet, is open to all dancers between the ages of 8 and 18. It is the policy of CBT to provide equal membership, employment, and service opportunities to all eligible persons without regard to race, religion, creed, color, national origin, age, gender, sexual orientation, handicapping conditions, or membership in any labor organization.

### **ARTICLE XVI Volunteer Director Liability**

Sec. 1 Volunteer Director Liability Except as otherwise provided by law, a volunteer director of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the director's fiduciary duty.

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a member of the Board of Directors incurred in the good faith performance of his or her duties as a member. (Added to the Bylaws in May, 1993)

Sec. 2 Indemnification All board members and their executors, administrators and estate are indemnified and held harmless, out of the funds of the corporation, from and against:

- All costs, charges and expenses that the member sustains as a result of any legal action taken against the member as a result of an act taken by the member in good faith in the execution of his or her duties of office.
- All other costs, charges and expenses the member sustains or incurs in relation to an act taken by the member in good faith in the execution of his or her duties, other than an act involving the member's own willful neglect or willful default.

The organization must carry sufficient indemnification insurance as is available and can be reasonably afforded by the organization.

END