



Constitution of The Stage Company, Inc.

Effective July 1, 2020

Article I: Name

The name of this organization shall be “The Stage Company, Incorporated.” The Stage Company, Inc. is a not for profit organization serving under the 501©3 provisions of the federal government.

Article II: Mission Statement

The mission of The Stage Company is to promote and to provide access to theatrical arts in Poplar Bluff and the surrounding area, contributing to the cultural aesthetics of the community. In the process of meeting this mission, The Stage Company is committed to prepare, produce, and promote works of dramatic literature of various genres, to provide a forum for individual creative expression through a variety of productions and projects, and to educate in the discipline and appreciation of theatre.

Article III: Membership & Participation

Section 1:

Membership in The Stage Company is open to all peoples; as a condition of participation, every member will be required to sign a Release of Liability waiver form for the fiscal year. A Member in good standing will be defined as one who has signed a Release of Liability and actively participated in at least one production run per season. Terms of membership will be for one year from date of opening night of the production on which said member participated.

Section 2:

The Release of Liability waiver for new members shall be given to the Recording Secretary to be added to the roster. A list of members in good standing shall be available from the Recording Secretary upon written request from any member in good standing.

Section 3:

A Member in Good Standing:

- (A) Will receive two (2) complimentary tickets to each production in which they participate.
- (B) Has a vote at any annual membership meeting.



(C) Has the privilege to work on any/all Stage Company productions

Section 4:

Membership may be denied or cancelled for cause by the Board. Cause may include but is not limited to: sexual harassment; sexual impropriety between members; use of drugs or alcohol at rehearsal or performances; arriving at rehearsal/performances/or Company sponsored functions under the influence of drugs or alcohol; verbal disparagement of members/productions/or policy in any public forum; physical aggressiveness; and disregard for personal safety or safety of others.

Section 5:

Production auditions will be open to the membership and public. No one is required to join the Company to audition. However, in the event a non-member is cast in a production or project, that person will be required to join the Company and sign a Release of Liability waiver.

Section 6:

The Stage Company Inc, Board of Directors, Set Coordinator, and Technical Coordinator assume no responsibility or liability for outside equipment or personal property brought in that is lost, damaged, or stolen during rehearsals, Company events, or productions.

Article IV: Board of Directors:

Section 1:

The property and affairs of The Stage Company, Inc. shall be governed by its Board of Directors.

- 1.1 The Board shall consist of nine members elected from the members of the Company at Large.
- 1.2 For a member to be eligible for Board member candidacy, that member must have been involved in two productions during the two years prior to the election and attended two Company sponsored events in that year; at least one being a Board meeting within the year of election. Company events are defined as Board meetings, any promotional event, any housekeeping or cleaning event, etc.... Any service on a production can include but is not limited to: acting, directing, stage management, backstage work, tech, house management, promotions, striking, set building, etc....
- 1.3 The Board shall consist of nine members elected from the members of the Company at Large.



- 1.4 Decisions by the Board must be by majority and not plurality. In the event of a plurality the lowest no votes will be removed and the board will revote until a majority is reached.

Section 2

The terms of office shall be for three (3) years, with one third of the member of the Board being elected each year. A Board member may serve two (2) consecutive terms of office, but then must sit off the Board for at least one (1) year before being eligible for re-election.

- 2.1 The officers of the Board shall consist of President, Vice President, and Recording Secretary. The officers shall be elected annually from the Board and will remain in their offices (ex-officio if appropriate) until the new Board elect's officers.
 - (A) President: The President shall oversee each meeting, call special meetings if necessary, act as a spokesperson for the Company, offer mediation between any individuals within the organization or its Board, and serve as a point of contact for official business with other organizations/entities, in addition to the general expectations of being a Board member. The President can and should delegate miscellaneous responsibilities among the Board. When a vote is necessary, the President may vote only in the event of a tie.
 - (B) Vice-President: The Vice-President shall act in any capacity in which the President is absent or unable to act, and when requested, act in conjunction with the President.
 - (C) Recording Secretary: The Recording Secretary shall create and keep minutes of each Board meeting and keep all records of past production information, member, board elections, by-laws, contracts, and log-in access information.
- 2.2 Vacancies resulting from the death, resignation, removal, disqualification, or otherwise shall be filled through an appointment of the Board. A member in good standing may be appointed to the Board to fill vacancies. This successor shall fill the vacancy through the remainder of the term. Mid-term appointments do not count towards the two terms of office.
- 2.3 Removal of a Board member can occur through a vote of no confidence with a three-fourths majority vote by the full Board. This vote must take place after discussion in closed session.



- (A) Absences from three (3) consecutive board meetings can be considered grounds for removal from the Board.
- (B) Failure to maintain a professional demeanor can be cause for dismissal.

Section 3

The duties of the Board are to ensure that the mission of the Company is implemented.

- 3.1 The Board shall evaluate and monitor all programs, establish policy and procedures for the Company, monitor finances, ensure that there are adequate resources available, approve all plays for production, and authorize legal documents and enter into legal agreements.
- 3.2 No Board member shall receive any remuneration for services as director nor may any part of the net earnings of the Company inure to the benefit of, or be distributed to, the Board. When authorized by the Board reimbursement may be made for travel and other out of pocket expenses incurred during the discharge of official duties as prescribed by the Board.
- 3.3 A Board member shall be required to maintain a professional demeanor. A positive and upbeat attitude when dealing with the public and media sources regarding the Company and its future.

Section 4

The Board may delegate powers and responsibilities to such standing or ad-hoc committees, councils, or other groups as it shall create, within the limits of the Company by-laws and regulations of the State of Missouri. Members of the Company, in addition to Board members may also be added to such committees.

Section 5

The Board shall appoint a Treasurer by a simple majority vote.

- 5.1 The Treasurer should be someone skilled and qualified to manage all financial affairs of the Company.
- 5.2 The Treasurer shall attend all Board meetings to report on the financial status and advice regarding financial matters.
- 5.3 The Treasurer has no vote and is not considered an actual member of the Board.
- 5.4 The Treasurer's term will be for one year.



Section 6

The Board shall appoint a Technical Coordinator by a simple majority vote.

- 6.1 The Tech Coordinator should be someone skilled and qualified to manage all technical affairs of the Company
- 6.2 The Tech Coordinator shall attend the board meetings to report on the technical status and advise Company on any/all technical issues for upcoming productions or the Company at large. He/she must attend at least one board meeting before each production of the season.
- 6.3 The Tech Coordinator shall oversee training and certifying any new member of the Company on the lighting and technical system for the Company. A new tech crew member must be certified by Tech Coordinator before allowed to run a production alone.
- 6.4 The Tech Coordinator is in full control of all technical inventory for the Company.
- 6.5 The Tech Coordinator has no vote and is not considered an actual member of the Board unless elected to the Board from the membership at large.
- 6.6 The Tech Coordinator's term will be for one year.

Section 7

The Board shall appoint a Set Coordinator by a simple majority vote.

- 7.1 The Set Coordinator should be someone skilled and qualified to manage all set construction of the Company
- 7.2 The Set Coordinator shall attend the board meetings to report on the set construction and advise Company on any/all set construction issues for upcoming productions. He/she must attend at least one board meeting before each production of the season.
- 7.3 The Set Coordinator shall oversee training and certifying any new member of the Company on the set construction system for the Company. A new set construction crew member must be certified by Set Coordinator before allowed to run a production alone.
- 7.4 The Set Coordinator shall be in control of all Stage Company set inventory & set construction tools for the Company.



- 7.5 The Set Coordinator has no vote and is not considered an actual member of the Board unless elected to the Board from the membership at large.
- 7.6 The Set Coordinator's term will be for one year.

Section 8

The Board shall appoint a Costume/Prop Mistress by a simple majority vote.

- 8.1 The Costume/Prop Master/Mistress should be someone skilled and qualified to manage all costumes and props of the Company
- 8.2 The Costume/Prop Master/Mistress shall attend the board meetings to report on the costumes and props and advise Company on any/all costume and prop issues for upcoming productions. He/she must attend at least one board meeting before each production of the season.
- 8.3 The Costume/Prop Master/Mistress shall oversee training and certifying any new member of the Company on the costumes/props system for the Company. A new Costume/Prop crew member must be certified by The Costume/Prop Master/Mistress before being allowed to run a production alone.
- 8.4 The Costume/Prop Master/Mistress shall be in control of all Stage Company costume and prop inventory for the Company.
- 8.5 The Costume/Prop Master/Mistress has no vote and is not considered an actual member of the Board unless elected to the Board from the membership at large.
- 8.6 The Costume/Prop Master/Mistress's term will be for one year.

Section 9

The Board shall appoint a Social Media Communications Director by a simple majority vote.

- 9.1 The Social Media Communications Director should be someone skilled and qualified to manage all social media of the Company. This includes, but not limited, to maintaining the Stage Company's official website and Facebook pages, creating on-line events for productions, posting announcements from the Board, be responsible for on-line ticket sales, posting photos and other miscellaneous requests of the Board of Directors.



- 9.2 The Social Media Communications Director shall attend the board meetings to report on issues concerning their duties and advise Company on any/all social media issues for upcoming productions. He/she must attend at least one board meeting before each production of the season.
- 9.3 The Social Media Communications Director shall oversee training and certifying any new member of the Company on the social media for the Company. A new Social Media Communications crew member must be certified by the Social Media Communications Director before being allowed to run a production alone.
- 9.4 The Social Media Communications Director shall be in control of all Stage Company social media for the Company.
- 9.5 The Social Media Communications Director has no vote and is not considered an actual member of the Board unless elected to the Board from the membership at large.
- 9.6 The Social Media Communications Director's term will be for one year.

Section 10

The Board shall appoint a Parliamentarian by a simple majority vote.

- 10.1 The Parliamentarian should be someone well versed in Roberts Rules of Order and have the ability to interpret and apply these rules for Stage Company Board and Member Meetings.
- 10.2 The Parliamentarian shall attend all Stage Company Board and Member Meetings to assist in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings.
- 10.3 The Parliamentarian has no vote and is not considered an actual member of the Board unless elected to the Board from the membership at large.
- 10.4 The Parliamentarian's term will be for one year.

Article V: Elections

Section 1:

The election of Board members shall be by ballot at the annual June membership meeting.

Section 2:



The nominees selected by the members shall be presented at the annual June membership meeting. Additional nominations may be taken at the June meeting.

Section 3:

A simple majority of votes cast by all members in attendance shall constitute an election. Members under the age of 18 years shall not be allowed to vote for Board elections. A special committee appointed by the President shall collect and count the ballots and report the results before the close of the meeting.

Section 4

The President, Vice President, and Recording Secretary shall be elected at the first Board meeting following the June annual membership meeting. A simple majority of votes cast shall constitute an election.

Article VI: Meetings

Section 1

The Board shall meet at regularly scheduled meetings with sessions being scheduled each month.

- 1.1 Robert's Rules of Order will be adhered to during the meetings unless amended by the by-laws.
- 1.2 Meetings other than those regularly scheduled may be required by any Board member and shall be scheduled by the President and announced to all members of the Board.
- 1.3 A quorum of one-half of the Board members must be in attendance at a Board meeting in order to conduct business.
- 1.4 Board meetings shall be open to the public with the exception of the Board meeting in closed session.
- 1.5 Any Board member may request to meet in closed session. A closed session shall be closed to all except the Board unless the Board chooses to invite additional individuals for purpose of clarifying the issue at hand. A closed session may be called in the case of sensitive personal matters, matters of either pending or possible litigation, or other such matters that would be a detriment to the Company if discussed in an open meeting. Closed sessions are not included in the minutes.

Section 2

- 1.1 An annual meeting of the general membership shall be held in June for the purpose of electing members to the Board of Directors and any other action that require general membership approval.
- 1.2 Additional meetings of the general membership may be called at any time by the President.



- 1.3 The requirements for a quorum of the general membership meeting shall be the same as the requirements for a quorum of the regular Board meetings.

Article VII: Production Directors

Section 1

A Production Director shall be approved by the Board of Directors for each production. The Board shall determine the aptitude for potential directors. Any member of the Company is eligible to be considered to be a director provided they have been an active member of the Company for a minimum of one (1) year.

Section 2

The Director is required to have a consultation with both the Set and Tech Coordinator's before submitting any production to the Board of Director's for approval for the season. The Set and Tech Coordinator's will work with Director to outline any potential issues/cost for the production before submission to the Board.

Section 3

Any conflict between the Director and a board appointed position holder when planning productions shall be resolved in closed session with the Board of Directors and all parties present.

Section 4

The Director shall work with the Board in creating a budget and performing various other production tasks including sets, make-up, costumes, props, and other matters pertaining to the production on stage.

Section 5

The Director will report about the status of the production to the Board at the meeting prior to production auditions and each subsequent meeting inclusive of the meeting following the end of production. Any changes to the initial plan and approved budget for the production must have prior approval by the Board.

Section 6

The Director shall have complete supervision and the right of delegation over all production factors pertaining to the play. The Board shall approve a budget for the production. Every attempt should be made by the director of that production to stay within budget.

Section 7



The Director shall make every effort to cast the production in an age, race, and gender appropriate manner.

Section 8

The Director shall inform all cast/crew on first day of rehearsal of By-law regarding lost/damaged/stolen items.

Section 9

Items purchased specifically for a show shall come directly out of the director's show budget. Items purchased for a show that can be used for future productions cost shall be shared 50/50 between the director's budget and the general fund.

Section 10

No Director may cast themselves in a role in their own production. It is understood, however, that a director may be required to take a role that cannot be cast by other players, or to take a role vacated during rehearsal with the Board's approval.

Section 11

No Director shall receive any remuneration for services as a director, nor may any part of the net earnings of the Company inure to the benefit of or be distributed to a director. When authorized by the Board reimbursement may be made for travel and other out of pocket expenses incurred during the discharge of official duties as prescribed by the Board.

Section 12

The Directors operates under the supervision of the Board of Directors who maintain the right to remove any director from any production for behaving in a manner that is deemed by the Board to be detrimental to the production or Company as a whole. The director can only be removed after a closed session discussion and by a two-thirds vote of the Board, (in this matter the Board President may cast a vote).

Article VIII: Fiscal Year & Auditing of Financial Records

Section 1

The fiscal year of this organization shall begin on the first day of July of each year and terminates on June 30 of the following year.

Section 2



An independent accountant shall be employed to audit the financial records of the Company annually.

Article IX: Amendments:

These by-laws may be amended at any meeting of the general membership by a two-thirds vote of the members in good standing in attendance and voting. Amendments to these by-laws will be effective immediately upon ratification.

These by-laws when enacted will be effective as of July 1, 2020.