



Subject: Norwin Theatre Company Performing Arts Guild By-Laws		
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PROCESS APPROVAL

Preparer:

Julie McConnon
Author

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Date

Approvals:

Robert Dino Leoni
PAG President

November 6, 2019
Date

Sandra Thompson
PAG Vice President

November 6, 2019
Date

Julie McConnon
PAG Secretary

November 6, 2019
Date

Jodie Spagnolli
PAG Treasurer

November 6, 2019
Date

ARTICLE 1 – NAME OF ORGANIZATION:

Section A The name of the organization shall be the PERFORMING ARTS GUILD, INC., and shall be hereafter referred to in these BY-LAWS as PAG.

Section B For the purpose of PAG, “Performing Arts” will be defined as students participating in instrumental music, choral music, stage crew and/or theatre.

ARTICLE 2 – OBJECTIVES:

Section A To create and maintain an enthusiastic interest in the performing arts program; to organize, sponsor, and administer projects to support these programs; to purchase, receive, develop, and maintain equipment and supplies; to extend student, parental and community support for all performances. Notwithstanding anything in the BY-LAWS, this organization will at all times operate only within the confines of Section 501(c)(3) of the Internal Revenue Code, and operate exclusively for charitable purposes.

Section B To cooperate with the Norwin High School performing arts instructors and the Principal in maintaining a high quality level of performance and participation.

Section C To build and maintain an organization of parents and other interested individuals, which will help promote the activities of the groups under the auspices of the Norwin High School Theatre Company.

ARTICLE 3 – MEMBERSHIP:

Section A The membership of PAG shall include parents and/or guardians of participating students and any person interested in the progress and development of the performing arts program. The voting membership shall consist of all members whose dues are paid and who are members in good standing.

Section B The membership fees shall be established by the Board of Directors and may be changed on an annual basis by the newly elected Board of Directors.

ARTICLE 4 – OFFICERS:

Section A The officers of this organization shall be President, Vice-President, Secretary, Treasurer. And Publicist. The positions must be held by an individual member. Each position carries one (1) vote and all officers must be members in good standing.

Section B The President shall preside at all meetings of the organization, shall support all special committees, and shall be an ex-officio member of all standing committees.

Section C The Vice President shall assume all the duties of the President in the President’s absence.

Section D The Secretary shall keep the records and minutes of all meetings and attend to the correspondence.

Section E The Treasurer shall receive all monies of the organization and keep an accurate record of receipts and expenditures. He/she shall deposit all monies received in accounts approved by the Board of Directors.

The Treasurer shall be a signer of the accounts of the organization maintained for payment of invoices and reimbursements. He/she is responsible for all payments and reimbursements.

The Treasurer shall report full at each regular meeting, and at any other time as requested by the Board of Directors, on the financial status of the organization. A full report of finances must be submitted for auditing purposes not less than once every year. Records will be maintained in accordance with all Internal Revenue Service (IRS) policies and requirements.

The Treasurer shall be bonded in such sum as the Board of Directors may deem necessary to ensure the faithful performance of the duties of the office and the restoration to PAG upon termination of all books of account, vouchers, money and other property in his or her possessions belonging to PAG.

ARTICLE 5 – BOARD OF DIRECTORS:

Section A The Board of Directors shall be comprised of the officers of the organization, and the chairpersons of the standing committees.

Section B The Board of Directors shall have general supervision of the affairs of the organization.

Section C The School Performing Arts Directors shall be ex-officio members of the Board of Directors with the same privileges as the elected Directors, except that he or she not hold office of the organization and shall not have voting rights.

ARTICLE 6 – MEETINGS:

Section A The regular meetings of the organization shall be held monthly August through May at a time and date determined by the current Board of Directors with notification of these meetings at least seven (7) days prior.

Section B Special meetings may be called by the President at any time or upon written request of at least four (4) persons of the Board of Directors, or at least eight (8) persons of the membership.

ARTICLE 7 – STANDING COMMITTEES:

Section A The following are standing committees: Fundraising, Tech Week, and Publicity.

Section B The Board of Directors shall at their discretion create or disband any ad hoc committee without approval by membership.

Section C The Board of Directors shall appoint all committee chairpersons and approve all activity at the committee level.

Section D The Board of Directors shall make available guidelines for all standing committees. Said guidelines shall be reviewed and/or updated by the Board of Directors and the committee chairperson as necessary and a copy of said guidelines will be maintained with the JDHSPAG Bylaws.

Section E The standing committee chairs shall submit a report for file for the Board of Directors meetings if deemed necessary.

ARTICLE 8 – FINANCIAL OPERATIONS:

Section A The Fiscal Year of the organization shall begin on the first day of July in each year.

Section B The Board of Directors shall be present a projected budget at the August (fall musical) and December (spring musical) pre-production meetings. This budget will be a working document that details the expected financial needs of PAG for the current year.

Section C All checks, drafts, or orders for payment of money shall be signed by the President and the Treasurer or in the absence of one of these by another designated officer of the Board of Directors. No such checks, drafts, or orders shall be signed in blank. Any disbursements of PAG funds not included in the approved budget total dollar amount shall require approval of the organization at any regular meeting by a simple majority vote. Funds shall not be disbursed without proper supporting documentation.

Section D The Treasurer shall be required to prepare a financial report at the close of the Treasurer's term and to file copies of this report with the Board of Directors and with such other internal or external groups or individuals as the Board of Directors shall direct. The annual report shall become part of the permanent record of this organization.

ARTICLE 9 – QUORUM:

Section A The members present at any meeting shall constitute a quorum.

ARTICLE 10 – ELECTIONS:

Section A The PAG shall be considered a supplemental of the Norwin Theatre Company. What this means is that any officer, once elected, may hold that office without the need of being re-elected each school year, and can hold that position even if they do not have a child or children currently within the theatre company, as long as they are a member in good standing and are approved by the Performing Arts Directors prior to the beginning of the school year. The Officer must inform the Board of Directors if they wish to no longer hold that office at one show in advance in order to elect another person into that position to shadow prior to them taking over that position.

Section B If an Officer decides to step down from their position and gives ample notice in advance, then Officers shall be elected, if possible, a year in advance of their actual term start date in order to shadow the current officer for which they have been elected to for a year's term in order to understand the job duties and requirements of the position unless there is a vacancy and the position must be filled immediately.

Section C In the event of the vacancy of any elected officer within the school year, the Board of Directors shall call a special election to fill such a vacancy immediately.

ARTICLE 11 – AUTHORITY:

Section A Robert's Rules of Order shall govern the conduct of business at all meetings.

ARTICLE 12 – AMENDMENTS:

Section A The by-laws may be amended by a two-thirds (2/3) majority vote of the members in good standing present at any regular meeting. The amendments must have been presented at the preceding regular meeting of the organization and must not conflict with the provisions of this organization's charter.

**EXHIBIT A
AMENDMENT TO THE ARTICLES OF INCORPORATION**

To include the following provisions:

- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.
- c. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**EXHIBIT B
AMENDMENTS TO THE PERFORMING ARTS GUILD BY-LAWS**

February 2015

- ARTICLE 2: SECTION C: Change Club to Company.
- ARTICLE 2: SECTION D: Motion to eliminate the requirement to provide scholarships as an objective of the Performing Arts Guild.
- ARTICLE 7: SECTION A: Removal of “Scholarships” as one of the standing committees.
- ARTICLE 7: SECTION E: Add “if deemed necessary”.
- ARTICLE 10: SECTION D: Added to the By-Laws concerning shadowing of newly elected officers
 - *Motion voted on by all four officers of the 2014-2015 term and unanimously approved the Amendments for February 2015 (02/24/2015).*

January 2016

- ARTICLE 7: SECTION A: Removal of “Nomination” as one of the standing committees.
- ARTICLE 10: SECTION A: Eliminated the May Nomination and changed the status of the PAG to a Supplemental of the Norwin Theatre Company which allows an Officer to maintain their position indefinitely as long as in good standing and approved by the Performing Arts Directors. Also dictated how the officer is to proceed when he/she does not want to hold that position any longer.
- ARTICLE 10: SECTION B: Added wording about an officer stepping down from their position.
- ARTICLE 10: SECTION C: Added “within the school year” and “immediately”.
- ARTICLE 10: SECTION D: Added wording about an officer stepping down from their position with advance notice.
 - *Motion voted on by all four officers of the 2015-2016 term and unanimously approved the Amendments for January 2016 (01/13/2016).*

October 2019

- ARTICLE 4 SECTION A: Added Publicist to officer list designation
- ARTICLE 5: SECTION C: Removed principal as ex officio members
- ARTICLE 7 SECTION A: Added tech week as a standing committee
- ARTICLE 8 SECTION B: Added biannual dates to project budgets to include breakdown per show (August and December)

- ARTICLE 8 SECTION C: Added 'any' to list of designated officers that may sign checks

- ARTICLE 10 SECTION A: removed verbiage "indefinitely: to officer term
 - Added resignation verbiage, "must notify the PAG one show in advance"
- ARTICLE 10 SECTION B: Combined with SECTION D
 - *Motion voted on by all four officers of the 2019-2020 term and unanimously approved the Amendments for November 6, 2019*