

1 **BYLAWS OF THE GILBERT & SULLIVAN**
2 **SOCIETY OF MAINE**

3 **-----OVERVIEW OF ARTICLES-----**

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21 **ARTICLE I: NAME, LOCATION & SEAL**

22 **NAME OF ORGANIZATION:** The Gilbert and Sullivan
23 Society of Maine (abbreviated GSSME).

24 **LOCATION:** The Society's principle place of business is
25 and shall be located in Ellsworth, Hancock County, Maine

26 **SEAL:** The seal of the corporation shall be circular in form
27 and contain the name of the corporation, the words
28 "Corporate Seal" and "Maine" and "1977" in the center.

29 The Board of Trustees may authorize use of the seal by
30 having it, or a facsimile, affixed or reproduced in any
31 manner. The seal shall be safeguarded by the Clerk.

32 **ARTICLE II: MISSION & PURPOSE**

33 **MISSION/ PURPOSE:** It is the mission of the Gilbert
34 and Sullivan Society of Maine to preserve the vitality of the
35 classic works of Sir Arthur Sullivan and Sir William
36 Gilbert, by producing and promoting live musical theatre;
37 to develop the skill and talent of people of all ages in our
38 cast, crew, and orchestra; and to inspire, entertain and
39 educate the community through concert performances at
40 schools, libraries, senior centers, festivals, benefit events,
41 and other public venues.

42 **ARTICLE III: MEMBERSHIP**

43 **SECTION 1. QUALIFICATION**

44 Membership in the corporation shall consist of those
45 persons who have indicated an interest in furthering the
46 purposes of the corporation, and who pay dues as
47 hereinafter provided. Persons having fulfilled this
48 requirement shall henceforth be referred to as members.

49 **SECTION 2. DUES**

50 Each member of the Corporation shall pay
51 annual dues in an amount determined by a vote of the
52 members at the Annual Meeting, payable to the Society
53 between October 1st and December 31st of each year.

54 Annual dues for Children age nine or less at the time of the
55 Annual Meeting shall be zero. Annual dues for Children
56 age nine and under 18 at the time of the Annual Meeting
57 shall be ½ the voted-upon membership amount.

58 Any member who has failed to pay his or her annual dues
59 by December 31st of that year shall be deemed in default of
60 the payment of dues.

61 Any member who remains in default of payment of annual
62 dues for a year following the due date of said dues shall be
63 automatically stricken from the roll of members and not be
64 permitted to participate in any activities of the Society until
65 dues are paid.

66 **ARTICLE IV: BOARD OF TRUSTEES**

67 **SECTION 1. ELECTION**

68 A board of at least three but not more than fifteen trustees
69 which have been presented by a nominating committee
70 shall be elected by the vote of the members at the annual
71 meeting. Each trustee shall serve for five consecutive years
72 or until a successor shall have been elected and qualified,
73 or until death, or removal. Every trustee shall be or
74 become a member of the corporation in good standing.

75 One trustee shall be selected from the High School age
76 group to serve a term not to exceed two consecutive years.
77 This trustee may not vote on fiscal matters that come before
78 the Board. No individual may serve as a Trustee for more
79 than two (2) consecutive terms. There is no limit to the
80 number of terms an individual may serve in a lifetime.

81 **SECTION 2. RESIGNATION**

82 Any trustee may resign at any time by giving written notice
83 to the president or clerk.

84 **SECTION 3. REMOVAL**

85 Any trustee may be removed at any time by a majority vote
86 of the members of the corporation.

87 A trustee shall be automatically removed from office when
88 that member has missed, without notice or valid excuse
89 provided to the President, three consecutive, regularly
90 scheduled, Board meetings, for which proper notice has
91 been given. The President shall give written warning to a
92 trustee who misses two consecutive regularly scheduled
93 meetings without notice or valid excuse.

94 **SECTION 4. VACANCIES**

95 Vacancies in the board of trustees may be filled by a vote
96 of the trustees. Any trustee so elected shall hold office only
97 until the vacant term has been completed.

98 **ARTICLE V: CONFLICT OF INTEREST**

99 **SECTION 1. PURPOSE**

100 The purpose of the conflict of interest article is to
101 protect this tax-exempt organization's interest when
102 it is contemplating entering into a transaction or
103 arrangement that might benefit the private interest
104 of an officer or director of the corporation, or might
105 result in a possible excess benefit transaction.

106 **SECTION 2. PROCEDURES**

107 Any trustee or officer of the corporation, their family
108 members, or members of their households
109 who may benefit, directly or indirectly, from remuneration
110 from the organization, must disclose this fact to the
111 Board of Directors prior to entering into any

112 business arrangement with the corporation.

113 The remaining members of the Board will then
114 meet privately, to discuss the possibility of a
115 conflict of interest. If a more advantageous
116 transaction or arrangement is not reasonably
117 possible under circumstances not producing a
118 conflict of interest, the group shall determine
119 by a majority vote whether the transaction or
120 arrangement is in the corporation's best interest,
121 for its own benefit, and whether it is fair and
122 reasonable, and will make its decision as to whether
123 to enter into the transaction or arrangement.

124 **ARTICLE VI: MEETINGS**

125 **SECTION 1. THE ANNUAL MEETING OF THE** 126 **MEMBERS**

127 for the election of trustees and a clerk and for the
128 transaction of such other business as may come before the
129 meeting shall be held at such time and place as may be
130 fixed by the board of trustees.

131 **SPECIAL MEETING OF THE MEMBERS**

132 may be called at any time by the board of trustees or by the
133 president, and may be called by the clerk upon written
134 request of any five members.

135 **SECTION 2. MEETINGS OF THE TRUSTEES**

136 **MEETINGS TO ELECT OFFICERS:**

137 The board of trustees shall hold its annual meeting for the
138 election of officers immediately after the annual meeting of
139 the members.

140 **SPECIAL MEETINGS OF THE TRUSTEES**

141 Special meetings of the trustees may be called at any time

142 by any officer of the Board of Trustees.

143 **SECTION 3. NOTICE FOR MEETINGS**

144 Notice for all meetings of the members shall be given
145 verbally, by telephone, by written notice mailed, or by
146 electronic means to each member at least five days before
147 the meeting.

148 Notice for all meetings of the trustees shall be given
149 verbally, by telephone, by written notice or by electronic
150 means to each trustee at least three days before the meeting.

151 **SECTION 4. QUORUM**

152 The quorum at any meeting of the trustees shall consist of
153 one third of all trustees, but not less than three.

154 **SECTION 5. MAJORITY VOTE & PROXIES**

155 All matters which may properly come before meetings of
156 the members or meetings of the trustees shall be decided by
157 a majority vote of those present and voting. There shall be
158 no proxies of either members or trustees.

159 **ARTICLE VII: OFFICERS**

160 **SECTION 1. ELECTION**

161 The board of trustees at its annual meeting shall elect a
162 president, a vice president, a secretary, and a treasurer,
163 described below and with such authority and additional
164 duties as the board may deem necessary or advisable.
165 Officers must already be, or become members of the
166 corporation.

167 **SECTION 2: TERMS**

168 Each officer shall hold office until the next annual meeting,
169 or until his/her successor shall have been elected and
170 qualified.

171 **SECTION 3: REMOVAL**

172 An officer may be removed with or without cause at any
173 time by the board of trustees.

174 **SECTION 4: RESIGNATION**

175 Any officer, other than the clerk, may resign at any time by
176 giving written notice to the president. The clerk may resign
177 by filing a resignation with the Secretary of State in
178 Augusta, and by giving written notice to the president.

179 **SECTION 5: VACANCIES**

180 A vacancy in any office arising from any cause shall be
181 filled for the unexpired portion of the term by the board of
182 trustees.

183 **SECTION 6: DUTIES**

184 THE PRESIDENT shall preside over all meetings of the
185 Board of Trustees and General Membership. The President
186 shall be the official representative of, and spokesman for,
187 the corporation. The President, or Acting President, shall
188 not vote, except in the event of a tie.

189 The President shall prepare an agenda for each Board or
190 General Membership meeting, and distribute the agenda to
191 all Board Members or general members at least two days
192 before said meeting.

193 THE VICE PRESIDENT shall assume the duties of the
194 President in the President's absence. The Vice President
195 shall be the official liaison between the corporation and
196 other organizations. The Vice President shall be
197 responsible for procuring rehearsal space as needed.

198 THE SECRETARY shall keep the official records of any
199 Board or General Membership meeting. Any motion or
200 amendment passed at such meetings shall be included in
201 the Secretary's minutes. A draft of the minutes of any

202 meeting shall be distributed to Board Members within 2
203 weeks following adjournment of the meeting. The
204 Secretary shall handle all official correspondence of the
205 corporation, including regular and timely retrieval and
206 processing or distribution of mail.

207 At each meeting of the Board, the Secretary shall provide a
208 printed copy of the draft minutes of the previous Board
209 meeting to each Board member who desires it.
210 Distribution of the minutes may not occur until voted and
211 approved by a majority of the Trustees present.

212 The Secretary, with assistance from the Treasurer, shall be
213 responsible for submitting grant applications, and for
214 preparing any necessary documentation required by
215 grantors. In the temporary absence of the President and the
216 Vice President, the Secretary shall assume both their duties.

217 THE TREASURER shall oversee the financial aspects of
218 the corporation and shall be responsible for maintaining
219 accurate business records for the organization. The
220 Treasurer shall be responsible for recording all business
221 transactions, paying all bills, collecting monies and making
222 proper bank deposits, along with maintaining the group's
223 checkbook.

224 The Treasurer shall be responsible for assisting the
225 Secretary in preparing any financial material required for
226 grant applications, and for any necessary financial
227 documentation required by grantors and for meeting
228 requirements of tax laws and other relevant State and
229 Federal regulations. In the temporary absence of the other
230 three officers, the Treasurer shall assume their duties.

231 The CLERK shall preside over the annual meeting of the
232 members of the Society during the brief absence of Board
233 Officers. The Clerk shall collect dues, guard the Seal of the
234 Society, and keep the current membership role.

235 **ARTICLE VIII: AMENDMENTS**

236 The bylaws of the corporation may be adopted, amended or
237 repealed at any meeting of the members provided that the
238 proposed amendment has been set forth in a written notice
239 on paper or by electronic means to the members at least
240 five days in advance of the meeting.

241 **ARTICLE IX: COMMITTEES**

242 The board of trustees shall have the power to create such
243 committees as they may deem advisable to further the work
244 of the corporation and they shall have authority to
245 designate the persons to serve on such committees.

246 A person need not be a member of the Board of Trustees to
247 serve on a committee, but must be a member in good
248 standing of the corporation. Each committee must contain
249 at least one trustee, whose duty is to act as liaison between
250 the Committee and the Board.

251 **NOMINATING COMMITTEE**

252 The trustees shall create a nominating committee each year,
253 with at least one non-trustee member. The nominating
254 committee shall propose a slate of candidates for the Board
255 of Trustees to the members of the Corporation at each
256 Annual Meeting. Nominations for candidates for the Board
257 of Trustees are also accepted from the floor.

258 Board members having then been elected, the nominating
259 committee shall offer a slate of candidates for officers to
260 the Board during the Annual Board of Trustees meeting.
261 Nominations for candidates for officers of the Board are
262 also accepted from the floor. Persons who have accepted a
263 nomination are eligible for election to an officer position.

264 **ARTICLE X: FISCAL YEAR**

265 The fiscal year of the corporation shall be determined by a
266 vote of the Board of Trustees following the Annual
267 Meeting.

268 **ARTICLE XI: SUFFICIENT NOTICE**

269 Any notice required to be given by the bylaws or by any
270 statute or law of the state of Maine, unless such statute or
271 law states otherwise, shall be deemed sufficient notice if
272 published in each of two weekly newspapers of general
273 circulation, one of which is published in Ellsworth and the
274 other on Mount Desert Island in the state of Maine.

275 **ARTICLE XII: TAX PROVISION**

276 No part of the net earnings of the Corporation shall inure to
277 the benefit of, or be distributable to its members, Directors,
278 officers, or other private persons, except that the
279 Corporation shall be authorized and empowered to pay
280 reasonable compensation for services rendered and to make
281 payments and distributions in furtherance of the purposes
282 for the corporation.

283 The corporation shall not participate in, or intervene in, or
284 contribute to any political campaign on behalf of any
285 candidate for public office. Notwithstanding any other
286 provisions of these articles, the Corporation shall not carry
287 on any other activities not permitted (a) by a corporation
288 exempt from Federal Income Tax under Section 501(c) of
289 the Internal Revenue Code of 1954 (or the corresponding
290 provision of any future United States Internal Revenue
291 Law) or (b) by a corporation, contributions to which are
292 deductible under Section 170(c)(2) of the Internal Revenue
293 Code of 1954 (or the corresponding provision of a future
294 United States Internal Revenue Law).

295 **ARTICLE XIII: DISTRIBUTION OF ASSETS**
296 **UPON DISSOLUTION**

297 Upon the dissolution of the Corporation, the Board of
298 Trustees shall, after paying or making provision of the
299 payment of all liabilities of the Corporation, dispose of all
300 assets of the Corporation, exclusively for charitable,
301 educational, or scientific purposes, as shall at that time
302 qualify as an exempt organization under Section 501(c)(3)
303 of the Internal Revenue Code of 1954 (of the corresponding
304 provision of a future United States (IRS Law), as the Board
305 of Directors shall determine. Any such assets not so
306 disposed of shall be disposed of by a court of competent
307 jurisdiction in the county in which the principal office of
308 the Corporation is then located, exclusively for such
309 purposes or to such organizations as said court shall
310 determine, which are organized and operated exclusively
311 for such purposes.

312 **ARTICLE XIV: LIABILITY**

313 To the extent permitted by the laws of the State of Maine,
314 neither the Board, nor any of its members individually, may
315 be liable for the neglectful acts or omissions of an
316 employee, or representative selected with reasonable care,
317 or anything the Board say, do, or refrain from doing, in
318 good faith including errors in judgment, acts done or
319 committed on advice of counsel, or mistake of fact or law.

320 **ARTICLE XV: POLICIES AND PROCEDURES**

321 Policies and procedures shall be adopted by the Board of
322 Trustees to govern the conduct of decisions, actions, and
323 activities undertaken by the Board, the general
324 membership, and/or the corporation. Policies shall be
325 established for such items as the duties and responsibilities
326 of the Stage Manager and other appointed personnel; the
327 requirements for budget approval for costumes, props, sets,
328 etc.; the requirements for budget approval for orchestra,

329 technical crew, or other paid or contracted individuals; the
330 requirements for and limits on officials acting on behalf of
331 the corporation under extenuating circumstances without
332 prior approval; and other items the Board may deem
333 necessary and appropriate. Policies shall not be altered
334 retroactively by the Board of Trustees. Deviations from
335 policy must be approved by 2/3 of the Trustees and shall
336 not be approved retroactively.

337 **ARTICLE XVI: RIGHTS TO RECORDINGS AND**
338 **REPRODUCTIONS**

339 Rights to any recordings and reproductions, mechanical or
340 electronic, of performances, rehearsals, or individuals
341 involved in performances or rehearsals sponsored by the
342 corporation are owned by the corporation. Use,
343 distribution, and/or sale of such materials is at the
344 discretion of the Board of Trustees. Contracts with
345 orchestra members shall include the instrumentalist's
346 waiver of all rights to use of likeness and musical product.
347 Membership in the corporation and/or performance in any
348 production of the corporation shall constitute waiver
349 relinquishing all rights to use of voice and likeness.

350 It can be assumed that all productions and performances
351 will be recorded in one form or another and distributed to
352 the general public. In accordance, the Board of Trustees
353 will take steps to try and ensure that all persons directly
354 connected to the production are informed of this fact. Any
355 recording or transfer of a recording of a performance or
356 production may be distributed to any interested party,
357 provided that the recording contains a notice that the
358 corporation retains the copyright. Video recordings must
359 have a copyright notice on the actual recording, in addition
360 to any printed notice.

- 361 *By-laws previously maintained by John M. Cunningham.*
362 *Retyped May 2008 by Shawwna Farley.*
363 *Edited 2008-2009 by Kim L. Forthofer.*
364 *Edited 2010 by Kim L. Forthofer. Adopted by vote of the*
365 *General Membership, October, 2010.*
366 *Edited 2011 by Kim L. Forthofer. Adopted by vote of the*
367 *General Membership, October, 2011.*