

BYLAWS OF THE GILBERT & SULLIVAN SOCIETY OF MAINE

---OVERVIEW OF ARTICLES---

- I. Name, Location and Seal
- II. Mission and Purpose
- III. Membership
- IV. Board of Trustees
- V. Conflict of Interest
- VI. Meetings
- VII. Officers
- VIII. Amendments
- IX. Committees
- X. Fiscal Year
- XI. Sufficient Notice
- XII. Tax Provision
- XIII. Distribution of Assets upon Dissolution
- XIV. Liability
- XV. Policies and Procedures
- XVI. Rights to Recordings and Reproductions

ARTICLE I: NAME, LOCATION & SEAL

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

LOCATION: The Society's principal place of business is and shall be located in Ellsworth, Hancock County, Maine.

SEAL: The seal of the corporation shall be circular in form and contain the name of the corporation, the words "Corporate Seal" and "Maine" and "1977" in the center. The Board of Trustees may authorize use of the seal by having it, or a facsimile, affixed or reproduced in any manner. The seal shall be safeguarded by the Clerk.

ARTICLE II: MISSION & PURPOSE

MISSION/PURPOSE: It is the mission of the Gilbert and Sullivan Society of Maine to preserve the vitality of the classic works of Sir Arthur Sullivan and Sir William Gilbert, by producing and promoting live musical theatre; and, to develop the skill and talent of people of all ages in our cast, crew, and orchestra.

ARTICLE III: MEMBERSHIP

SECTION I. QUALIFICATION

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

SECTION 2. DUES

Each member of the Corporation shall pay annual dues in an amount determined by a vote of the Trustees at its Annual Meeting, payable to the Society between October 1 and January 31 of each year.

Annual Dues for children age nine or less at the time of the Annual Meeting shall be zero. Annual dues for children age nine and under 18 at the time of the Annual Meeting shall be ½ the voted-upon membership amount.

Any member who has failed to pay his or her annual dues by *January* 31 of that year shall be deemed in default of the payment of dues.

Any member who remains in default of payment of annual dues shall be automatically stricken from the roll of members and not be permitted to participate in any activities of the Society until dues are paid.

ARTICLE IV: BOARD OF TRUSTEES

SECTION 1. COMPOSITION

The affairs of the organization shall be managed by a Board of Trustees. The Board shall be comprised of at least three but not more than fifteen members. Individuals paid or contracted by the corporation are not eligible to be trustees or officers while under contract or while receiving payment for services from the corporation.

SECTION 2. TERMS AND ELECTION

At the Annual Meeting of Members, the members shall elect Trustees. Trustee terms of five years in length shall be structured so there are five classes of trustees, with three of the terms expiring each year. Each trustee shall be assigned to a term and serve until that term expires, or until a successor has been elected and qualified, or until death or removal. Every trustee shall be or become a member of the corporation in good standing. No individual may serve as a trustee for more than two (2) consecutive terms. There is no limit to the number of terms an individual may serve in a lifetime.

SECTION 3. RESIGNATION

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

SECTION 4. REMOVAL

Any trustee shall be automatically removed from office when that member has missed, without notice or valid excuse provided to the President, three consecutive, regularly scheduled Board meetings for which proper notice has been given. The President shall give written warning to a trustee who misses two consecutive regularly scheduled meetings without notice or valid excuse. Otherwise, a trustee may be removed by affirmative vote of two-thirds of the Board.

SECTION 5. VACANCIES

Vacancies in the board of trustees may be filled by a vote of the trustees. Any trustee so elected shall hold office until the vacant term has been completed, at which time he/she would be eligible for re-election.

ARTICLE V: CONFLICT OF INTEREST

SECTION 1. PURPOSE

The purpose of the conflict of interest is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the corporation or might result in a possible excess benefit transaction.

SECTION 2. PROCEDURES

Any family members of a trustee or members of their households who may benefit, directly or indirectly, from remuneration from the organization, must disclose this fact to the Board of Trustees prior to entering into any business arrangement with the corporation.

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

ARTICLE VI: MEETINGS

SECTION 1. THE ANNUAL MEETING OF THE MEMBERS

An annual meeting for the election of trustees and for the transaction of such other business as may come before the meeting shall be held at such time and place as may be fixed by the board of trustees.

SPECIAL MEETING OF THE MEMBERS

A special meeting of the members may be called at any time by the board of trustees or by the president and may be called by the clerk upon written request of any five members of the organization.

SECTION 2. MEETINGS OF THE TRUSTEES

MEETINGS TO ELECT OFFICERS

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

SPECIAL MEETINGS OF THE TRUSTEES

Special meetings of the trustees may be called at any time by any officer of the Board of Trustees.

SECTION 3. NOTICE FOR MEETINGS

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

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

SECTION 4. QUORUM

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

The quorum at any meeting of the members shall consist of one fifth of all trustees, but not less than five.

SECTION 5. MAJORITY VOTE & PROXIES

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

ARTICLE VII: OFFICERS

SECTION 1. ELECTION

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

SECTION 2. TERMS

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

SECTION 3. REMOVAL

An officer may be removed with or without cause at any time by a two-thirds vote of the board of trustees.

SECTION 4. RESIGNATION

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

SECTION 5. VACANCIES

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

SECTION 6. DUTIES

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

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

THE VICE PRESIDENT shall assume the duties of the President in the President's absence.

THE SECRETARY shall keep the official records of any Board or General Membership meeting. Any motion or amendment passed at such meetings shall be included in the Secretary's minutes. A draft of the minutes of any meeting shall be distributed to Board Members within 2 weeks following adjournment of the meeting. At each meeting of the Board, the Secretary shall provide a copy of the draft minutes of the previous Board meeting to each Board member. The Secretary shall maintain accurate and current distribution lists of officers, trustees, committees and members and manage the distribution of notices and correspondence, ensuring that all members are informed about meetings, events and important updates. In the temporary absence of the President and the Vice President, the Secretary shall assume both their duties. The Secretary may appoint an Assistant Secretary to aid in the performance of his/her duties; said assistant shall serve at the pleasure of the Secretary.

THE TREASURER shall oversee the financial aspects of the corporation and shall be responsible for maintaining accurate business records for the organization. The Treasurer shall be responsible for recording all business transactions, paying all bills, collecting dues and other monies and making proper bank deposits, along with maintaining the group's checkbook and bank, tax, and insurance records. The Treasurer shall be responsible for preparing any financial material required for grant applications, and for any necessary financial documentation required by grantors and for meeting requirements of tax laws and other relevant State and Federal regulations. In the temporary absence of the other three officers, the Treasurer shall assume their duties. The Treasurer shall submit a financial report at each monthly board meeting. The Treasurer may appoint an Assistant Treasurer to aid in the performance of his/her duties; said assistant shall serve at the pleasure of the Treasurer.

The CLERK shall preside over the annual meeting of the members of the Society during the brief absence of Board Officers. The Clerk shall guard the Seal of the Society, and keep the current membership roll. The Clerk maintains and organizes all records of the association, ensuring that documents are easily accessible when needed. The Clerk makes the Board aware of its record-keeping requirements and the provisions of these bylaws, including a current list of trustee term expirations.

ARTICLE VIII: AMENDMENTS

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

ARTICLE IX: COMMITTEES

The board of trustees shall have the power to create such committees and their chairpersons as they may deem advisable to further the work of the corporation. The committee chairperson shall have the authority to appoint and remove the persons to serve on such committees.

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

EXECUTIVE COMMITTEE

The Executive Committee consists of the President, Vice President, Secretary and Treasurer. It acts by majority vote on urgent matters that cannot reasonably wait until the next Board meeting for action. Should a matter concern the operations of a committee, the Executive Committee should engage the committee's chair in its deliberations. The Executive Committee must report out its actions to the full Board no later than the next meeting of the Board.

NOMINATING COMMITTEE

The trustees shall create a nominating committee each year that shall propose a slate of candidates for the Board of Trustees to the members of the Corporation at each Annual Meeting. Nominations for candidates for the Board of Trustees are also accepted from the floor.

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

ARTICLE X: FISCAL YEAR

The fiscal year of the corporation shall be October 1 through September 30.

ARTICLE XI: SUFFICIENT NOTICE

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

ARTICLE XII: TAX PROVISION

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

The corporation shall not participate in, or intervene in, or contribute to any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted (a) by a corporation exempt from

Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of a future United States Internal Revenue Law).

ARTICLE XIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

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

ARTICLE XIV: LIABILITY

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

ARTICLE XV: POLICIES AND PROCEDURES

Policies and procedures shall be adopted by the Board of Trustees to govern the conduct of decisions, actions, and activities undertaken by the Board, the general membership and/or the corporation. Policies shall be established for such items as the duties and responsibilities of the Stage Manager and other appointed personnel; the requirements for budget approval for costumes, props, sets, etc.; the requirements for budget approval for orchestra, technical crew, or other paid or contracted individuals; the requirements for and limits on officials acting on behalf of the corporation under extenuating circumstances without prior approval; and other items the Board may deem necessary and appropriate. Policies shall not be altered retroactively by the Board of Trustees. Deviations from policy must be approved by 2/3 vote of the Trustees and shall not be approved retroactively.

ARTICLE XVI: RIGHTS TO RECORDINGS AND REPRODUCTIONS

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

It can be assumed that all productions and performances will be recorded in one form or another and distributed to the general public. In accordance, the Board of Trustees will take steps to ~~try and~~ ensure that all persons directly connected to the production are informed of this fact. Any recording or transfer of a recording of a performance or production may be distributed to any interested party,

providing that the recording contains a notice that the corporation retains the copyright. Video recordings must have a copyright notice on the actual recording, in addition to any printed notice.

By-laws previously maintained by John M. Cunningham.

Retyped May 2008 by Shawwna Farley.

Edited 2008-2009 by Kim L. Forthofer.

Edited 2010 by Kim L. Forthofer. Adopted by a vote of the General Membership, October 2010.

Edited 2011 by Kim L. Forthofer. Adopted by a vote of the General Membership, October 2011.

Edited and reformatted July 2019 by Robert Taylor. Adopted by vote of the General Membership September 2019.

Amended and edited by the GSSME Bylaws Committee; Don Pendley, Chair; Adopted by a vote of the General Membership October 2024.