

BYLAWS

OF

FRIENDS OF THE ATHENS CREATIVE THEATRE, INCORPORATED

(A Georgia nonprofit corporation)

ARTICLE I. Name, purposes, location, fiscal year.

Section 1. Name. The legal name of this corporation shall be known as the Friends of the Athens Creative Theatre, Inc. The corporation shall also be known as “FACT” or “the Corporation”.

Section 2. Purpose. The purpose of FACT is to encourage creative theatre opportunities for citizens in Clarke County, Georgia and surrounding areas through Athens Creative Theatre (ACT). FACT may sponsor productions, fundraising activities, and public education programs. FACT may administer property, and undertake such other services and programs as are deemed necessary to encourage participation in creative theatre by citizens in the area. FACT shall at all times be in compliance with requirements of Sections 501(c)(3) of the Internal Revenue Code and Georgia State nonprofit laws.

Section 3. Location. The principal office of the Corporation shall be located in Clarke County, Georgia.

Section 4. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end June 30 in each year.

ARTICLE II. General Membership.

Section 1. Qualifications. Any person interested in or associated with artistic activities in Clarke County, Georgia and its surrounding areas who pays membership dues and registers with FACT as a member shall be eligible for membership. Members of FACT will be designated as “Friends.”

Section 2. Voting. Every currently registered Friend EIGHTEEN (18) years-of-age or older shall have the right to a vote so long as yearly membership dues have been paid prior to vote.

Section 3. Dues. Membership dues shall be issued annually on an individual basis and shall be established by the Board of Directors.

Section 4. Annual Meeting. An annual meeting of the members shall be held in the beginning of the fourth quarter of each calendar year to elect the Board of

Directors (collectively “Board”, individually “Director”) and to transact such other business as may be necessary.

Section 5. Special Meetings. A special meeting of the members may be called at any time by the President of the Board, a majority of Directors, or not less than one-third of the voting membership of the Corporation. Such a call for a special meeting must state the purpose of the meeting.

Section 6. Sponsors, Benefactors, Contributors, Advisors. The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, or advisors or such other titles for fundraising purposes as they deem appropriate. Such persons or groups of persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to Notice of or to vote at any meetings, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE III. Board of Directors.

Section 1. Number, Election and Tenure. The number of elected or appointed Directors shall be at least three. Each Director shall hold office for a renewable, one-year term. If a Director dies, resigns, is removed, becomes disqualified, or comes to the end of their term, their successor will be elected by a majority of directors then in office. In such elections, the person having a majority of votes shall be elected.

Section 2. Ex Officio Members. There shall be two *ex officio*, non-voting members of the Board: one such member shall be the Artistic Director of Athens Creative Theatre and the other shall be the Director of the Department of A-CC Leisure Services or his/her designee.

Section 3. Powers. The affairs of the Corporation shall be managed by the Board who shall have and may exercise all the powers of the Corporation.

Section 4. Committees. The Board may elect or appoint one or more committees and may delegate to any such committee or committees any or all their power. Any committee to which the powers of the Board are delegated shall consist of at least one director. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Board and its directors. The members of any committee shall remain in office at the pleasure of the Board.

Section 5. Suspension or Removal. A Director may be suspended or removed with cause by vote of a majority of the Board then in office. A Director may be removed with cause only after Reasonable Notice and opportunity to be heard. The Director may not be present when they are the subject of discussion.

Section 6. Resignation. A Director may resign by delivering his/her written resignation (which may include an electronic message) to the President, Treasurer or Secretary of the Corporation, to a meeting of Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 7. Vacancies. Any vacancies in the Board, except a vacancy resulting from expansion which must be filled in accordance with Article III, Section 1, may be filled by the Board. Each successor shall hold office for the unexpired term or until they die, resign, are removed or become disqualified. The Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 8. Annual Meeting. A regular meeting of the Board shall be held immediately following the annual meeting of the members.

Section 9. Regular Meetings. Regular meetings of the Board may be held at such places and such times as the Board may determine.

Section 10. Special Meetings. Special meetings of the Board may be held at any time and at any place when called by the president or by two or more Directors.

Section 11. Call and Notice. The Board shall call meetings and provide notice in the following manner:

- a. Regular Meetings. No call or notice shall be required for regular meetings of Board, provided that reasonable notice, following the determination by the Board of the times and places for regular meetings, shall be given to absent Directors.
- b. Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director by the President. Such Notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of incorporation or these bylaws or unless there is to be considered at the meeting contracts, transactions of the Corporation with interested persons, amendments to these bylaws, an increase or decrease in the number of Directors, or removal or suspension of a Director.
- c. Reasonable and Sufficient Notice. Except as otherwise expressly provided in these bylaws, it shall be reasonable and sufficient notice to a Director to send notice by email at least TEN (10) days before the meeting.

- d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 12. Quorum. At any meeting of the Board, the majority of directors then in office and no less than THREE (3) directors at any given meeting, shall constitute a Quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a Quorum is present.

Section 13. Action by Vote. When a quorum is present at any meeting of the Board, a majority of the directors present and voting shall decide any question, unless otherwise provided by law, the articles of organization, or these bylaws. Voting on any matter before the Board may be accomplished through electronic means, including email. A majority of directors voting affirmatively is required for any action to be approved. The Board action and a list of members voting for or against that action must be recorded in the minutes of the meeting after the action has been voted on.

ARTICLE IV. Officers and Agents.

Section 1. Number and Qualifications. The required officers of the Corporation shall be a president, treasurer, and secretary and such other officers, if any, as the Board may determine to be necessary to achieve the purpose of the Corporation.

Section 2. Election. The president, treasurer and secretary shall be elected annually by the Members at the annual meeting. Other officers, if any, may be elected by the Directors at any time.

Section 3. Tenure. The president, treasurer and secretary shall be elected to a one-year term at the annual meeting and may, upon re-election, hold such office for up to three (3) one-year terms until their successors are chosen.

Section 4. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs and policies of the Corporation. The President shall preside at all meetings of the Board, except as the Board otherwise determines.

Section 5. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. They shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof and shall handle any donations to FACT. The Treasurer shall file

the quarterly, state sales tax statements and shall file the annual IRS 501(c)(3) report. This individual shall have such other duties and powers as designated by the Board. They shall also be in charge of its books of account and accounting records and of its accounting procedures.

Section 6. Secretary. The Secretary shall record and maintain records of all proceedings of the Board in a book or series of books kept for that purpose which book or books shall be kept at the principal office of the Corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any person. Such book or books shall also contain records of all meetings of the incorporator and the original, or attested copies, of the articles of organization and bylaws and names of all directors and the address of each. If the Secretary is absent from any meeting of members or directors, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary.

Section 7. Suspension or Removal. An officer may be suspended or removed with cause by vote of majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after Reasonable Notice and opportunity to be heard has been given. The officer may not be present when they are the subject under discussion.

Section 8. Resignation. An officer may resign by delivering their written resignation (which may include an electronic message) to the President, Treasurer, or Secretary of the Corporation; to a meeting of the Directors; or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 9. Vacancies. If the position of any officer becomes vacant, the Board shall elect a successor within thirty (30) days of the onset of the vacancy. Each such successor shall hold office for the unexpired term (and in the case of the President, Vice-president, Treasurer or Secretary) until their successor is elected and qualified, or in such case until they die, resign, are removed or become disqualified.

ARTICLE V. Committees

Section 1. Committee Formation: The Board may create committees as needed. The President appoints all committee chairs from the membership of the Board. Limited-term task forces may be appointed by the President at any time with approval by the Executive Committee. Standing and longer-term committees shall be created with the affirmation of majority vote of the Board.

Section 2. Executive Committee: Board officers serve as members of the Executive Committee.

Section 3. Finance Committee: The Treasurer is the chair of the Finance Committee, which has at minimum three (3) members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The Finance Committee is also responsible for overseeing fundraising initiatives.

Section 4. Audit Task Force: The Board, on an annual basis, shall appoint an audit task force that shall monitor the audit process. The task force shall be chaired by a member of the Board who does not serve on the Finance Committee and shall have at a minimum two (2) members from the Finance Committee represented.

ARTICLE V. Corporate Procedures,

Section 1. Execution of Papers. Policies regarding documents, obligations, and disbursements are set forth in the Corporation's policies and procedures which shall be reviewed and approved on an annual basis by the Board, relying in good faith on such instrument, notwithstanding any inconsistent provisions of the articles of organization, bylaws, resolutions, or votes of the Corporation.

Section 2. Financial Agents. Any individual representing FACT (be they volunteers or Board members) must follow all FACT and Athens-Clarke County procedures when handling financial transactions for ACT activities. Any individual handling financial transactions on behalf of FACT must be given authority to do so by the Board.

Section 3. Exclusion of Payment to A-CC Employees. No Athens-Clarke County employees (excluding contract labor) shall receive any stipend, bonus, and/or supplement from FACT.

ARTICLE VI. Conflict of Interest.

Section 1. The Corporation shall maintain a conflict-of-interest policy requiring all directors and ex-officio members as defined by these bylaws to disclose any personal financial interest in a transaction being considered by the Corporation, and that unless the Board determines that such personal financial interest is immaterial, such director or ex-officio member shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable).

ARTICLE VII. Personal Liability.

Section 1. The directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation so long as such person act reasonably and in good faith and in the best interest of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or

having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE VIII. Amendments.

Section 1. These bylaws may be altered, amended, or repealed in whole or in part by a vote of a majority of the directors then in office.

ARTICLE IX. Procedure.

Section 1. Robert's Rules of Order shall govern the meetings of the Board in all matters not provided for in these bylaws.

Updates approved by the FACT Board of Directors this 17th of July, 2021.