

Small Theatre Alliance of Boston

By-Laws

Article I. Name

The name of this organization is the Small Theatre Alliance of Boston.

Article II. Objectives and Purposes

Section 1. The purposes of this organization are as follows:

The Small Theatre Alliance of Boston serves the local arts community by fostering cooperation, audience development and artistic growth.

Section 2. In the furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, The Small Theatre Alliance of Boston may collect membership dues, admission fees, gratuities, and bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all of the powers granted by corporate law in the Commonwealth of Massachusetts. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section 3. The Small Theatre Alliance of Boston is a not-for-profit corporation. No part of the net earnings or assets of this corporation shall ever inure to the benefit of any director, officer or member of this corporation or to the benefit of any private individual whatsoever, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation. All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1. In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for any worthy purposes in accordance with a majority of the votes cast at a final meeting of membership called for that purpose.

Section 4. The Small Theatre Alliance of Boston is organized exclusively for the prosecution of literary and artistic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under I.R.C. Section 501(c)(3), as amended; or (b) a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

Article III. Membership

Section 1. The Small Theatre Alliance of Boston has two tiers of membership – Individual Artist and Organization. An Organizational membership allows for the participation of up to 6 individuals per company, with the possibility of more upon consultation with the Executive Board. The Alliance’s focus is on producing organizations/companies members but of course every individual or group that meet the below criteria are welcome to join.

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- Section 2. The 2010 Membership fees are: Individual (\$40/year) and Organizational (\$50/year). Memberships are held on a rolling calendar, with renewal due one year from date of file. After one year's time, a possible discount for good-faith efforts will be discussed and determined by the Executive Board. The standard fee is also subject to change as determined by future Executive Boards.
- Section 4. Voting Requirements: While not a separate tier in terms of membership fees and benefits, a select group of members gain eligibility to vote through voluntary service on Executive Board-approved committees. These active committee members make up the voting membership to elect the Executive Board.
- Section 5. Benefits of Membership:
- Publicity for upcoming productions and events through the Alliance website, email newsletters, and an Alliance program insert (created, printed, and distributed by the Marketing Committee) to be put into all participating member show programs.
 - Access to all Alliance Workshops and Events at reduced prices
 - Access to other Alliance member companies' Press Nights and special discounted performances
 - Access to a communal props storage facility
 - Access to an updated database of press contacts and calendar listings
 - Further benefits may be added at the discretion of the Executive Board.

Article IV. Membership Requirements

- Section 1. Specific Rules and Requirements of Alliance Membership will be:
- Members must be an arts professional or professional arts organization based/producing in the Greater Boston Area, and pay annual membership fees in a timely fashion.
 - Illegal actions with Alliance funds, or reckless/dangerous behavior at Alliance events may be considered grounds for removal from the Alliance by the Executive Board.
 - The founding spirit of the Alliance is centered on co-operation and collaboration; members are therefore expected to participate in Alliance events, activities, and organizational cross-promotion to the best of their abilities.
 - All of the Alliance's benefits are optional. Members are responsible for delivering appropriate marketing materials to Alliance for distribution and companies' shows will only be listed on the program insert for those companies that agree to distribute it.
 - The Alliance will assist all members in these measures to make them as simple and user-friendly as possible, better encouraging all to participate.

Article V. Organizational Structure

- Section 1. The active leading body of the Alliance is comprised of four elected officers: President; Vice-President; Treasurer and Clerk. The four members are to be nominated and elected generally to the board; they will then determine who is to hold which position, amongst themselves.
- Section 2. For the initial elected terms of office, the Vice-President and Clerk are to hold their posts for an initial one-year term; and the President and Treasurer are to hold their posts for a two-year term. After these initial terms, all terms are to be held for two years. Two posts are re-elected each year but never all four at once to maintain organizational continuity.

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- Section 3. The four elected members of the Executive Board are to select and hire the fifth member of the Executive Board: the General Manager. This is a paid staff position responsible for executing organizational directives and coordinating with and delegating to committees. The Managing Director can be re-hired at end of each fiscal year for additional one-year terms and will receive \$500 for each term he or she serves. This stipend may be altered at the discretion of the Executive Board.
- Section 4. The Voting Membership of the Alliance will be composed of active committee members. Voting will occur by nomination (one may not nominate oneself), seconding (one may not second oneself) and vote by the Voting Membership.
- Section 5. Committees are to be selected, approved, and structured by the Executive Board. Alliance Members may propose new committees and budgets for said committees. All committees and budgets must be approved by the Executive Board. All committee positions are voluntary.
- Section 6. In the event of the loss of all or part of the Executive Board, committee chairs are charged to convene a meeting of all voting members to elect a new board.
- Section 7. In the event of extreme misconduct, Board members may hold a public hearing to recommend the removal of another Board member by gathering a majority of voting members (quorum is defined as 51% of the voting membership). The standing Board will give evidence to the membership supporting their recommendation and the impeached member is given a chance to speak publicly on his/her behalf. The removal of the Board Member will be determined only by a vote of 2/3 of quorum.

Article VI. Committees

- Section 1. The following are the standing Committees of the Alliance.
- **Marketing:** The Marketing Committee is charged with developing and implementing a shared marketing plan aimed at both promoting the small theatre scene to the general public, and at aiding in cross-pollinating existing audience bases among member companies.
 - **Education:** The Education Committee has a double mandate - to develop a series of workshops to benefit the member companies with professional and artistic development, and to reach out into the largely untapped student community in Boston to develop and encourage young artists to become active in the small theatre scene.
 - **FeverFest:** The FeverFest Committee is charged with producing FeverFest, an annual festival celebrating emerging artists in Boston. This summer festival has developed from a single-day to a week-long event that promotes and publicizes the work of the small theatre in the community. The committee will serve as the producing body for the festival going forward.
 - **Storage:** The Storage Committee will develop and implement a shared props storage facility that will take existing resources and pool them into a manageable and accessible central facility. The committee will also be responsible for creating and maintaining an online searchable database with pictures of all available props.
 - **Events:** The Events Committee will be responsible for the organization and implementation of a semi-monthly series of events aimed at promoting conversation and communication among the Small Theatre Alliance members. These events may take the form of Happy Hours, Night at the Theatre, and a variety of other options.
- Section 2. Additional Committees may be created at the discretion of the Executive Board.

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Article VII. Meetings

- Section 1. Meeting Location and Written Notice - All meetings of the general membership shall be held at convenient meeting location to be designated by the Executive Board. Written notice of such meetings, containing a statement of the purpose, shall be sent to the membership not less than fourteen (14) days in advance.
- Section 2. Executive Board Meeting - The Executive Board shall meet at least six times per year, at the call of the President, to discharge the duties of the Board consistent with attainment of the objectives of the Alliance.
- Section 3. Annual Meetings - An annual meeting of the general membership shall be held at the end of the fiscal year. The meeting shall be called for election of officers of the Executive Board, the creation or dissolution of standing committees, and the transaction of such other business as may properly be brought before the meeting.
- Section 4. Special Meetings - Special meetings of the general membership may be called by the President and any two members of the Executive board, and are subject to the requirement of 24 hours' notice. The President shall be obligated to call a special meeting upon request of the Executive Board, or upon the receipt of a petition signed by at least a majority of the general membership.
- Section 5. Voting. – Each Alliance member currently serving on an active committee shall be entitled to one vote. The majority vote of the quorum present at a meeting shall constitute the act of the body.
- Section 6. If a member of the Executive Board is absent from more than half the regular scheduled meetings of their Board, the Board may vote that he/she shall be deemed to have resigned from the Board. After the Secretary has informed the delinquent Board member of this action, the Board may proceed to fill the vacancy in accordance with Article IV of these Bylaws.

Article VIII. Finances

- Section 1. The President, Treasurer and General Manager will be given sole access to bank account.
- Section 2. Treasurer is required to give an annual financial report to the voting membership. All financial records are available to the public and to all members upon request.

Article IX. Alterations

These bylaws are subject to change as determined by the Executive Board.

Article X. Dissolution

- Section 1. The Executive Board is required to convene a meeting open to full membership to announce their intention to dissolve, allowing a fair opportunity to all members to be present. Dissolution will be by unanimous vote of the Executive Board.
- Section 2. Upon dissolution, the Alliance's funds will be passed to a non-member, non-profit company.