

**THE VILLAGES AMATEUR THEATRE, INC. (VAT)
BY-LAWS**

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Article 1. NAME

1.01 The name of this organization is The Villages Amateur Theatre, Inc. (VAT), a California nonprofit public benefit corporation (the "Villages Amateur Theatre"). The Corporation is a resident organization subject to the control and policies of the Board of Directors of the Villages Golf and Country Club. The VAT may register additional Doing Business As (dba) names, if needed.

Article 2. OFFICES

2.01 The principal office for the transaction of the activities and affairs of the Corporation is located at 5000 Cribari Lane, San Jose, California 95135. The Corporation may change the principal office from one location to another.

Article 3. PURPOSE

3.01 The Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes, exclusively for charitable and educational purposes as defined in Revenue Code §501(c)(3).

3.02 The purpose of this Corporation is to provide a sharing, learning, and working experience in amateur theater for those residents of the Villages interested in participating in its activities

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and productions. Its aim is to enable residents to learn about and participate in every aspect of theater, including play selection, acting, lighting, costume making, publicity, and set construction. It also offers residents of the Villages and the surrounding community an opportunity to enjoy productions of both well-known and less frequently seen plays and musicals.

Article 4. MEMBERSHIP

4.01 All Villages residents are eligible to become Members of this organization. Non-Villagers are not eligible to become Members.

4.02 Members shall be those residents who are current in payment of dues and have not been expelled from the organization.

4.03 Membership shall be considered terminated upon failure to pay annual dues, by request of the Member, by expulsion, or when residency in the Villages ceases.

4.04 There is only one class of membership. Non-members may participate in VAT performances and other activities as determined by the VAT Board of Directors.

4.05 Members will abide by the Villages Golf and Country Club Governing Documents, including Rules.

Article 5. DIRECTORS & OFFICERS

5.01 The business of the VAT shall be managed by a Board of Directors. There shall be a minimum of seven (7) Directors and a maximum of nine (9) Directors. The VAT Directors will comprise the VAT Board of Directors hereafter referred to as the VAT Board.

5.02 Term of office shall be two (2) years starting at the beginning of the fiscal year in odd numbered years.

5.03 There shall be no limit to the number of times a Member may be a Director.

5.04 Officers of this organization shall be the President, Vice-President, Secretary, and Treasurer, who are Directors of the organization.

5.05 In case of vacancy in the office of President the Vice-President shall automatically become President. Vacancies in other officer positions shall be filled by another Director, who is not already an Officer, by a majority vote of the remaining Directors.

5.06 For whatever reason, should the number of Directors fall below the minimum required by these By-Laws the President shall appoint, with the approval of the majority of the Directors, a Member to serve as a VAT Director.

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Article 6. MEETINGS OF DIRECTORS

6.01 An Annual Meeting will be held in June of each year, which is the last month of the fiscal year. In odd numbered years, the Annual Meeting will also be a Business Meeting for the purpose of the election of Directors and approving any bylaw revisions. In even years the Annual Meeting may be a Business Meeting for the purposes of approval of revised By-Laws. There will be a Social Meeting following the business portion of the Annual Meeting.

6.02 In addition to the Annual Meeting additional Social Meetings may be held each calendar year for Members and Non-members. Except for the Annual Meeting, no business will be transacted at any Social Meeting.

6.03 In addition to any business conducted at the Annual Meeting, the VAT Board will conduct Business Meetings at least two (2) other times in the fiscal year.

6.04 Special or Emergency Business Meetings may be scheduled as deemed necessary by the President, or upon the request of at least three Directors. If such meetings are public, notice of time, place, and agenda will be given to Members via email at least four (4) days before the meeting.

6.05 The VAT Board may meet in Executive Session at any Business Meeting to discuss or vote upon matters related to Member discipline or play selection.

6.06 The VAT Board may be called into Executive Session on any matter via a motion to do so where 2/3 of the Directors vote in the affirmative.

6.07 Regarding Executive Sessions, the VAT Board may allow any other person(s) to attend the Executive Session whose participation is, in the judgement of the VAT Board, necessary or appropriate to the matters being discussed.

6.08 Any matter discussed in Executive Session shall be generally noted in the minutes of the VAT Board and minutes of Executive Sessions shall not otherwise be required.

6.09 In the absence of the President at any Business Meeting, the following Officers will assume in order, if present, the duties of President for the purposes of the meeting. If no Officers are present, then the meeting is defined as having no quorum and must be rescheduled.

- Vice-President
- Treasurer
- Secretary

6.10 The schedule for all regular public meetings for the calendar year shall be posted on the VAT website calendar page.

6.11 An announcement with time, place, and agenda for all regular public VAT Business Meetings shall be sent out to all Members via email no later than two (2) weeks before the scheduled Business Meeting.

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6.12 An announcement of time and place for all VAT Social Meetings and the Annual Meeting shall be sent out to all Members no later than four (4) weeks before the scheduled Social Meeting. In the case of the Annual Business Meeting, where business is conducted, an agenda for the meeting will also be sent with the announcement.

6.13 The quorum for the Business Meeting portion of the Annual Meeting is defined as 10% of the active membership at the time of the meeting.

Article 7. ELECTION OF DIRECTORS

7.01 A Nominating Committee of at least two (2) Members and the Vice-President as Chair shall be appointed by the VAT Board in January of an election year (odd numbered year). The Nominating Committee will send out an email to all Members asking for nominees by the end of February of an election year.

7.02 The Nominating Committee shall nominate Directors for the VAT and submit its report to the Annual Business Meeting.

7.03 Additional nominations may be made from the floor.

7.04 If at the Annual Meeting the number of candidates is not greater than the maximum number of Directors allowed, then the persons nominated to be elected shall be declared elected.

7.05 If at the Annual Meeting, the number of candidates is greater than the maximum number of Directors allowed, voting shall be by written ballot. The persons receiving the largest number of votes shall be elected. In the case of a tie where it is unclear whether one or more persons has been elected, subsequent written ballots shall be cast until the maximum number of Directors is determined.

Article 8. ELECTION OF OFFICERS

8.01 The Election of Officers takes place after the election of new Directors and shall occur before the start of the next Fiscal Year. The time and place of the Officer Selection meeting shall be left to the choice of the incoming Directors providing it is before the start of the next Fiscal Year. If agreed to by a majority of the incoming Directors, the selection of Officers may also be done via email.

8.02 Any newly elected Director may be nominated as an Officer. The person nominated must agree to the duties of that Officer position.

8.03 Officers will be elected by a majority of the newly elected Directors.

8.04 The first office to be determined will be President, followed by Vice-President, Treasurer, and Secretary.

8.05 A Director may serve no more than two (2) successive terms in the same office.

8.06 Once the selection of officers has been completed, the remaining membership shall be notified via email of the new officers for the coming term.

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Article 9. DUTIES OF OFFICERS

9.01 The President shall be the chief executive of the organization; preside at all VAT Business Meetings; and represent the organization as required or requested in other Villages activities. The President shall be responsible for any annual reporting requirements of the Villages Governing Documents including Rules.

9.02 The Vice-President shall assume responsibilities as designated by the VAT Board.

9.03 The Secretary shall keep minutes of the VAT Business Meetings and handle any necessary correspondence. The Secretary will also keep and maintain the archive of past meeting minutes as a historical record of the organization.

9.04 The Treasurer shall keep an accurate record of all moneys received, collect the yearly dues, approve and pay bills, and make monthly financial reports to the VAT Board. The Treasurer will also be responsible for filing the annual list of Officers with the state and for paying the annual corporate fee. The Treasurer shall also be responsible for keeping and maintaining all the legal documents associated with the VAT.

Article 10. REMOVAL OF A DIRECTOR

10.01 A VAT Director may be removed from the VAT Board for the following reasons:

- 10.01.1 Failure to attend three consecutive VAT Social and Business Meetings. For health and other reasons, the President, with approval of a majority of the other VAT Board Members, may permit extended absences (three or more missed meetings) of a Director.
- 10.01.2 For Officers, the continued gross or willful neglect of the duties of the office.
- 10.01.3 Failure or refusal to disclose necessary information on matters of VAT business.
- 10.01.4 Unauthorized expenditures or other misuses of VAT funds.
- 10.01.5 Physical or Ad Hominem attacks on other Directors or VAT Members.
- 10.01.6 Deliberately engaging in a course of action determined to be inimical of the best interest of the VAT.

10.02 The process for removal of a Director for failure to attend three (3) consecutive VAT Social and Business Meetings shall be by a majority of the VAT Board.

10.03 The removal of a Director for any other cause shall be by a 2/3 majority of the other Members of the VAT Board.

10.04 The VAT Board shall meet in Executive Session if requested to do so by the Director facing removal.

10.05 The VAT Board may meet in Executive Session even if the Director facing removal does not request it.

10.06 The Director subject to removal and any other person(s) whose participation is, in the judgement of the VAT Board, necessary or appropriate shall be entitled to attend the executive session.

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Article 11. EXPULSION OF A MEMBER

11.01 VAT Members may be expelled from the organization for the following reasons:

- 11.01.1 Failure or refusal to disclose necessary information on matters of VAT business.
- 11.01.2 Unauthorized expenditures or other misuses of VAT funds.
- 11.01.3 Physical or Ad Hominem attacks on other VAT Members.
- 11.01.4 Deliberately engaging in a course of action determined to be inimical of the best interest of the VAT.

11.02 The expulsion of a Member shall be by a 2/3 majority of the VAT Board. The Member to be expelled must have the opportunity to offer a defense before the vote to expel is taken.

11.03 The VAT Board shall meet in Executive Session if requested to do so by the Member facing expulsion.

11.04 The VAT Board may meet in Executive Session even if the Member facing expulsion does not request it.

11.05 The Member subject to expulsion and any other person(s) whose participation is, in the judgement of the VAT Board, necessary or appropriate shall be entitled to attend the executive session.

11.06 An expelled Member may appeal expulsion to the Villages Golf & Country Club Board of Directors, which has the authority to reinstate the Member. An expelled Member may also be reinstated to the organization if a 2/3 majority of the VAT Board agrees to reinstatement.

Article 12. DUES AND MONEYS

12.01 Annual membership dues shall be paid by persons participating in VAT activities. The VAT Board will set the annual dues. Exemptions to payment may be made by the VAT Board of Directors for Non-members participating in VAT activities.

12.02 Such dues shall be paid no later than the Annual Business Meeting in June, or membership will lapse and the person failing to pay by that time will be dropped from the membership list.

12.03 The fiscal year of the VAT shall begin on the first day of July and end on the last day of June in each year.

12.04 Moneys shall be deposited in the name of The Villages Amateur Theatre, Inc. and be managed by the Treasurer in accordance with the policies set forth in these By-Laws.

Article 13. COMMITTEES

13.01 The VAT Board may establish from time to time committees, consisting of one or more persons, to advise, investigate, or act on certain matters or subjects. Committees are of the following types:

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- 13.01.1 *Standing Committees*, which are established to perform assigned functions identified by the VAT Board and remain in place until dissolved by the VAT Board.
- 13.01.2 *Special (or Ad Hoc) Committees* or task forces, which are appointed by the VAT Board as the need arises to carry out a specified task, at the completion of which the committee automatically ceases to exist.

Article 14. REVISIONS

14.01 These By-Laws may be revised by a majority vote of active membership in attendance at the Annual Business Meeting after an explanation of the proposed changes. Printed copies of the proposed By-Law changes must be provided to every Member at the meeting.

14.02 No revision to these By-Laws shall become official until approved by the Board of Directors of the Villages Golf and Country Club.

Article 15. POLICIES & RULES

15.01 The VAT must comply with all Villages Golf & Country Club Rules regarding its operation. Failure to maintain compliance with these By-Laws, the Villages Golf and Country Club Governing Documents including Rules may result in withdrawal of Villages Club Board recognition.

15.02 Subject to the limitations in the Articles of Incorporation of the Villages Golf and Country Club Governing Documents, including Rules, these By-Laws, and the California Non-Profit Public Benefit Corporation Law, the VAT Board may create and approve additional policies and rules for the operation of the organization.

Article 16. MISCELLANEOUS

16.01 Where not otherwise disallowed by these By-Laws, Robert's Rules of Order shall govern the conduct of all meetings.

CERTIFICATE OF SECRETARY

Pursuant to final approval by the Villages Golf and Country Club Board of Directors, I certify that I am the Secretary of The Villages Amateur Theatre, Inc., a California nonprofit public benefit Corporation, and that the above revised bylaws, consisting of seven (7) pages dated June 10, 2019 were approved as the bylaws of this corporation by being adopted unanimously by the Board of Directors and the membership at the business meeting on June 20, 2019.

Madelaine Yannaccone
Madelaine Yannaccone
Secretary

6/21/19
Date