

CHARTER

of the
City Theatre of Independence
Adopted September 25, 2001
Revised –Feb 15, 2009

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Introduction

City Theatre of Independence, Inc., hereinafter referred to as CTI, is a 501(c)(3) Not-For-Profit Corporation which, in cooperation with the Independence Parks and Recreation Department, produces and promotes live theatrical experiences for the Independence and surrounding communities. To accomplish this, CTI will produce a theatrical season that will engage our audience and provide an equal opportunity for participation to anyone wishing to be involved in theatre.

CTI Mission: To provide an equal opportunity for individuals to actively participate and learn about live theatre production and theatre company operations; thereby providing a live entertainment experience for its theatre patrons.

I. Budgeting:

- A. budget will include both expenses and offsetting income.
- B. the various committees and Season Production Manager will propose and give budgets for there areas of responsible to the appropriate Vice President.
- C. the show budget must be approved by the company before the directors interviews.
- D. after review of the Vice Presidents and other elected board members approved the budgets go to the Treasurer by end of February.
- E. the Treasurer will compile all the company season budgets by April for the upcoming season.

F. the company will review this budget for approval.

II. General: This charter establishes the basic framework for the organization and operation of CTI. For implementation of policies and procedures established herein, please refer to the CTI Policies and Procedures Manual.

A. Changes to this charter will be proposed by the Board at a regular business meeting to be voted on at the next regularly scheduled business meeting;

B. The Company's fiscal year and production season is July 1 to June 30.

III. Membership: Any person who purchases a season ticket or an individual who is a lifetime member is considered a Member of CTI. Voting preivage afforded to those who are active in one production and attend 2 business meetings per season. Candidates for the board must have been a voting member for the most recent two consecutive seasons.

IV. Officers

A. President: The Company President is responsible for all operations and activities of CTI. The President shall serve a two-year term elected in odd numbered years. The President shall:

1. preside over all board and company meetings;
2. recommend a person(s) -- for approval by the Board -- to serve as historian and Web master;
3. be an ex-officio member of all committees;
4. be CTI's principal liaison with the Sermon Center staff;

5. at the request of the Producer Acquisition Committee, meet with potential producers and represent the company during Producers Night.
6. anticipate and bring to the attention of the board and/or company issues that may be of potential concern;
7. Act as CTI's principal spokesperson and representative to governmental, civic and business organizations;
8. have the authority to convene special meetings;
9. sign checks in the absence of and with the consent of the Treasurer.
10. propose a budget for anticipated expense needed for the performances of there position for the up coming season.

B. Immediate Past President: The previous President shall stay on the board for two additional years to facilitate the transition between presidents. The Immediate Past President shall:

1. advise the President on past procedures, events and act as a general information resource;
2. be available to chair Committees for a term of one year.

C. Vice-President of Production: The Vice-President of Production shall be responsible for the activities of the Season Production Manager, Hospitality Committee and Season Committee. This Vice-President shall:

1. in the absence of the President, preside at all meetings of the Board and Company;
2. nominate, for membership approval, chairpersons for the Season committees;

3. manage the annual production budget, as approved by the company;
4. act as Executive Producer, or enlist another board member to act as Executive Producer, for each CTI production;
5. be familiar with the efforts of the Season Production Manager, Hospitality Committee and Season Committee and provide assistance where necessary;
6. monitor progress of productions, provide production assistance, and be responsible for problem resolution; and,
7. with at least the Season Production Manager and the chairperson of the Hospitality Committee perform an evaluation at the conclusion of each production for presentation at the next regularly scheduled meeting.
8. shall schedule Director's exit interview and evaluation within a week from production. The meeting should include the season production manager, treasurer and executive producer. Director honorarium shall be presented at this meeting.
9. compile a budget based upon the recommendation of the Season Committee, Hospitality Committee and Season Production Manager

D. Vice-President of Marketing: The Vice-President of Marketing shall be responsible for the activities of the Advertising Committee. With and through these, this Vice-President shall plan and execute all activities pertaining to marketing, advertising and publicity for all Company productions and events. This Vice-President shall:

1. in the absence of the President and the Vice-President of Production, preside at all meetings of the Board and Company;

2. nominate, for membership approval, chairpersons for the Advertising and Membership committees;
3. develop and present to the Company the proposed marketing budget and plan for the coming season;
4. manage the annual marketing budget, as approved by the Company;
5. be familiar with the operations of the Advertising and Membership committees. Advise and assist them in the performance of their functions to achieve advertising and membership goals;
6. be the official spokesperson of CTI in the absence of, or at the behest of, the president;
7. with the chairpersons of the Advertising and Membership committees, perform an evaluation at the conclusion of each production year for presentation at the last regularly scheduled meeting.
8. compile a budget based upon the recommendations of the Advertising Committee and Membership Committee.

E. Vice-President of Funding: The Vice-President of Funding shall be responsible for the activities of the Fund Raising Committee. With and through these this Vice-President shall initiate and coordinate all fund raising activities, grants, bequests, and endowments as well as the solicitation and cultivation of sponsors for each production. This Vice-President shall:

1. in the absence of the President and other Vice-Presidents, preside at all meetings of the Board and Company;

2. nominate, for membership approval, chairpersons for the Fund Raising and Sponsor Acquisition committees;
3. develop and present to the Company a proposed funding budget and plan for the coming season;
4. be familiar with the efforts of the Fund Raising Committee and Producer Acquisition Committee and provide assistance where necessary;
5. with the chairpersons of the Fund Raising Committee and Producer Acquisition Committee, perform an evaluation at the conclusion of each production year for presentation at the last regularly scheduled meeting.

F. Treasurer: The Treasurer shall be responsible for the transaction of all financial activities of the Company. The Treasurer shall:

1. maintain files of all financial information, correspondence and transactions;
2. nominate, for membership approval, chairperson for the Box Office Committee;
3. pay bills in a timely manner;
4. maintain a detailed record of all revenues and expenses and shall provide a financial report at each meeting of the company;
5. collect and maintain invoices, receipts and records of payment for all company expenses;
6. issue checks for expenditures approved by the board and/or company;
7. provide receipts to donors showing the amount of their tax-deductible contribution;

8. reconcile the checkbook each month;
9. maintain the Company accounts in a manner consistent with accounting practices approved by the US Financial Accounting Standards Board;
10. for each production, provide the Director, Executive Producer and Season Production Manager with an ongoing accounting of expenses and status with respect to the authorized budget.
11. the Treasurer shall accept changes to the line item expenditures from the Executive Producer so long as such changes are within the overall authorized budget for the production.
12. the Treasurer shall be available weekly to issue checks and review the production budget;
13. make deposits to appropriate accounts and maintain written records of all such deposits;
14. be the Company's representative at, and shall provide all records necessary for, audits of the Company's financial records;
15. disburse all profits in accordance with the current Company policy.
16. Treasurer is responsible for tax preparation or oversight.
17. obtain rights and order scripts for each production
18. propose a budget for anticipated expense needed for the performances of there position for the up coming season.

G. Secretary: The Secretary has primary responsibility for all clerical functions for the Company. Except on direction from the President, the Secretary shall not be responsible

for generating correspondence for individual board members or committees. The Secretary shall:

1. distribute agendas, notices, minutes and other Company correspondence and documents;
2. record the minutes and board member's attendance for all general Meetings;
3. maintain the Charter and Policies and Procedures and incorporate any changes or additions thereto;
4. as directed by the board be responsible for obtaining and delivering cards or other expressions on behalf of the Company;
5. maintain files of all Company correspondence and other documents. These files do not include those records maintained by the Treasurer;
6. prepare and distribute annual election ballots.
7. Maintain and produce the member directory and mailing lists.
8. propose a budget for anticipated expense needed for the performances of there position for the up coming season.

H. Season Production Manager: The Season Production Manager shall:

1. coordinate production needs with each show's director in order to avoid duplication of expenses and materials;
2. consult with Sermon Center staff as needed;
3. participate in the post-production evaluation;
4. ensure the qualifications of and oversee all technicians;
5. supervise each strike;

6. maintain current inventories of, and be responsible for the security of, set pieces, properties, costumes, equipment, and tools;
7. be responsible for the loan or rental of property in the care of the Company, in accordance with Company guidelines;

IV. Organization

A. Board of Directors: The Company Board of Directors consists of the President, Immediate Past President, (3) Vice-Presidents, Treasurer, Secretary, and the Sermon Center staff representative and (8) Directors who shall serve as seven Committee Chairpersons and the Season production manager. The President or the Vice-President of Production shall call meetings of the Board as specified:

1. When a board position is vacated. Nominations shall be accepted for a company vote to fill the remainder of the term vacated.
2. A Board member may be removed from office for malfeasance in a special company meeting by a majority vote by members present.
3. A board member may be removed from office for failure to perform duties in a company meeting by 2/3 vote of member present.

The Board of Directors shall;

- 4, be responsible for all of the business and activities of CTI;
5. be responsible for conducting a Charter and Policies and Procedures review and preparing written proposals for any changes deemed necessary;

6. select two (2) of its members to represent City Theatre on the Powerhouse Theatre Foundation Board of Directors, for alternating two (2) year terms;
7. schedule a yearly audit of the City Theatre financial accounts. Such audit shall be done in accordance with Missouri State Law and shall be conducted by a Certified Public Accountant,

B. Season Committee: The Season Committee is a standing committee open to all voting members. The chairperson shall be nominated by the Vice-President of Production approval by the membership and confirmed by the Company.

1. Season Committee Chair shall:

- a. schedule and conduct at least eight meetings to read, discuss and then vote on a season to be proposed for the season two years from the current. These eight meetings must be scheduled from July through December;
- b. makes available the meeting schedule not less than 7 days prior to the first meeting. (that meeting must be announced, the remainder of meeting dates will be determined at that meeting).
- c. solicits applications for directors; and schedule director's interviews after the final season selections have been approved by the membership. The season chair may not apply to direct.
- d. notify all voting committee members of the interview schedule
- e. coordinates the preparation of the season flyer and the season program with the Vice-President of Marketing;

2. The Season Committee shall:

- a. solicits production suggestions from all sources and considering each, subject to community standards and script availability;
- b. Any member absent from more than 2 meeting shall not be permitted to vote in committee on the slate.
- c. proposes a slate of plays by the 1st membership meeting of the new calendar year.
- d. submit a proposed budget for each show on the proposed season slate.
- e. attend the interviews and vote on the slate of directors to be presented for the membership approval. Only those voting members whom are present for all of the interviews may vote. Committee members who apply for a director position or who have not attended the required number of committee meetings are prohibited from participating in director interviewing and selection;
- f. conduct a search for a director, the director interviews and propose the director for the AACT entry.

C. Hospitality Committee: The Hospitality Committee is a standing committee, the size of which shall be determined by the chairperson, who shall be nominated by the Vice President of Fund Raising and confirmed by the membership. The Hospitality Committee shall:

1. organize all food, decorations, and cleanup at any activity pertaining to CTI productions

D. Box Office Committee: The Box Office Committee is a standing committee, the size of which shall be determined by the chairperson, who shall be nominated by the Treasurer and confirmed by the membership. The Box Office Committee shall:

1. arrange for the printing of tickets;
2. maintain and operate the CTI reservation system;
3. provide advance tickets for the Sermon Center staff, track and account for the advance ticket sales;
4. recruit personnel to staff the box office for each performance;
5. The box office staff for each evening's show will count all monies received prior to the conclusion of each performance;
6. Secure all receipts or transfer them to the Treasurer for deposit.

E. Fund Raising Committee: The Fund Raising Committee is a standing committee, the size of which shall be determined by the chairperson, who shall be nominated by the Vice-President of Funding and confirmed by the membership. The Fund Raising Committee shall:

1. with Company approval, plan, organize and execute fund raising events;
2. identify and apply for grants;
3. maintain a program to obtain bequests and endowments to CTI.
4. identify, contact and attempt to enlist producers for each CTI production;
5. develop and conduct a reward program for producers;
6. Purchase and maintain the producer plaques.

7. communicate to the CTI President any need for his/her interaction with sponsors producers.

G. Advertising Committee: The Advertising Committee is a standing committee, the size of which shall be determined by the chairperson, who is nominated by the Vice-President of Marketing and confirmed by the membership The Advertising Committee shall:

1. prior to each season create an advertising plan and proposed budget;
2. contact potential advertisers and solicit purchases of advertising;
3. create and distribute audition notices, season and production flyers for each production;
4. create programs for each production;
5. create and distribute publicity materials, articles, and information about CTI productions to the media and throughout the community.

H. Membership Committee: The Membership Committee shall be a standing committee, the size of which shall be determined by the chairperson, who shall be nominated by the Treasurer and confirmed by the membership. The Membership Committee shall:

1. prior to each season create a plan for increasing membership and a proposed budget;
2. create programs and materials, establish incentives, make contacts, and perform other activities necessary to attract new members and retain existing members;
3. with the secretary, update, maintain and distribute the list of current CTI members;

4. coordinate recognition of special membership classes;
5. be responsible for the tabulating, maintaining and reporting of member points.
6. recruit ushers and the House Managers for all productions.
7. transfer any funds received to the Treasurer.

V. Meetings

A. Business meetings will be held regularly, the specific dates and times to be determined by the Board. Meetings will follow Robert's Rules of Order. Officers and board members shall attend all regular and special meetings. All officers and committee chairpersons will report on their respective areas of responsibility at each meeting.

B. July has been designated for installation of officers and the Anniversary Celebration.

C. the first Company business/transitional meeting shall take place no later than 3 weeks following the installation of officers.

D. A quorum is defined as nine (9) members in attendance at a Company meeting.

E. The President may poll all members of the Board to deal with time sensitive issues. Approval requires nine affirmative votes.

VI. Elections and Voting

A. All officers and Board members will serve for a term of 2 years. A year shall be defined as being from July 1 to June 30.

- B. Elections to fill the offices of President, Vice-President of Marketing and Secretary will be held in even numbered years. Elections to fill the offices of Vice-President of Production, Vice-President of Funding and Treasurer will be held in odd numbered years.
- C. Nominations shall be held and ballots shall be mailed by the Secretary in accordance with current Company policies and procedures.
- D. Ballots will be returned to City Staff person for tabulation and announcement at Season Banquet.
- E. The Season Selection Committee shall bi-annually, in odd number years, solicit applications, interview and nominate for a company vote a Season Production Manager for a 2 year term beginning in an even number years.
- F. At the annual transitional company meetings in August the Vice Presidents shall nominate, from the membership, chair persons for their respective committees for a company vote. These chairs shall be for one year terms.
- G. A simple majority of the members present shall decide all questions unless specified otherwise herein.
- F. absentee ballots will not be accepted.