

**BYLAWS
OF
THE THEATRE ASSOCIATION OF NEW YORK STATE**

The Theatre Association of New York State is the primary voice of community and academic theatre in New York State. TANYS nurtures and supports the growth of all aspects of the craft of theatre.

The Association offers trained adjudication services to member companies, maintains a members' lending library, sponsors the State Theatre Festival and conducts workshops.

The Association is chartered by the University of the State of New York Education Department.

Article I Official Location

The principal office of the Association shall be in Rome, New York and all official documents shall be on file at this site.

Article II Objectives

Section 1. The Association is formed under the State of New York Not-For-Profit Corporation Law and shall be a 501(c)3 corporation, exclusively for educational, artistic and charitable purposes.

Section 2. The Association is not formed for pecuniary profit or financial gain, and no part of its assets, income or profit thereof shall be distributed to, or inure to the benefit of its members, trustees or officers.

Section 3. The purpose for which the Association is formed is to:

- A. Foster the contribution of theatre to the lives of the citizens of New York State;
- B. Promote high standards of theatre practice through education and example;
- C. Encourage knowledge through people-to-people and theatre-to-theatre contacts.

Article III Membership

Section 1. All persons who are interested in furthering the objectives stated in Article II of the Bylaws are eligible for membership, upon payment of annual dues.

Section 2. All Board Members, Roving Adjudicators and Adjudicator Trainees shall be current members.

Section 3. Membership categories:

- A. Individual
- B. Organizational
- C. Corporate
- D. Honorary

Section 4. Annual and Special Meetings of the membership

- A. The Annual Meeting of the Membership, for the purposes of electing the Board of Trustees and the transaction of other business, shall be held on the last day of the annual Theatre Festival, scheduled for the weekend before Thanksgiving.
- B. Notice of the Annual Meeting of the Membership shall be called by the President of the Board of Trustees by giving at least 30 days' notice.

The notice shall be served by whatever method will ensure a timely delivery to the membership, Postal service or electronic.

- 1. The following members of the Board of Trustees will give reports of the year's activities during the Annual Meeting:
 - a. President
 - b. Administrative Secretary
 - c. Secretary/Treasurer
 - d. Vice President of Adjudication Services
 - e. Vice President of Festival
 - f. ESTA Representative
 - g. NYSTEA Representative
- 2. The Immediate Past President will present the slate of nominated officers for the approval of the membership.

- C. Special Meetings. When at least twelve (12) Individual or Organizational members present a written petition to the President to call a meeting, the President shall call such a meeting upon thirty (30) days advance notice to the membership.
- D. Notice(s) of a special meeting shall state the purpose or purposes for which the meeting is called. Only that business shall be discussed and possibly acted upon at the meeting.

Section 5. Voting

- A. Each individual member shall be entitled to one vote.
- B. That vote may not be given in proxy.
- C. Each organizational member shall be entitled to be represented by three (3) delegates, each of whom shall be entitled to one (1) vote.
- D. An individual may not vote as both an individual and delegate.
- E. No person shall have more than one vote.

Section 6. Quorum

- A. A quorum for the General Membership meeting shall consist of all Individual and Organizational Member representatives who attend the meeting.
- B. Once a quorum has been attained, the Annual Meeting may continue in session without an additional quorum call.

Section 7. Liability: The members of TANYS have no personal liability for Association obligations.

Article IV

Board of Trustees

Section 1. The business of the Theatre Association of New York State shall be managed by its Board of Trustees.

Section 2. The Board of Trustees shall consist of eleven (11) to as many as fifteen (15) members. Each Trustee shall be at least 18 years of age and shall be a member of the Association.

Section 3. The number of trustees may be increased or decreased by the action of a majority of the members present at a meeting of the membership, or by a majority of the Board of Trustees, subject to the limitation that no decrease shall shorten the term of any incumbent member. The bylaws shall be updated to reflect said change.

Section 4. A member of the Board of Trustees who is absent from two consecutive regular meetings without giving prior notice of the absence to the President or Administrative Secretary, or without valid reason for such absence, may be deemed to have submitted his or her resignation to the Board of Trustees. Upon a motion, the Board may vote to accept the resignation.

Section 5. Vacancies on the Board shall be filled by the President and confirmed by the Board of Trustees. The new member shall complete the term of the Trustee being replaced.

Section 6. Trustees shall receive no compensation for their service.

Section 7. The composition of the Board of Trustees shall be:

- A. President
- B. President Elect
- C. Immediate Past President
- D. Secretary/Treasurer
- E. Vice President of Festival
- F. Vice President of Adjudication Services
- G. Five to nine At Large positions

Article V

Powers and Duties

Section 1. The Board of Trustees is the legal entity charged with the management and responsibility of TANYS. The responsibilities of the Board are to:

- A. Establish the general policies that govern the operation of TANYS.
- B. Develop a long-range plan for TANYS which includes a clear and current statement of mission and a regular opportunity to monitor the organization's progress in relationship to the plan.
- C. Serve as legal custodian for all tangible assets.
- D. Accept full responsibility for managing the finances of the Association, including:
 1. Monitoring and approving the annual budget.
 2. Approving grant applications.

- 3. If deemed necessary, the Board may request a review of the Association's finances to supplant the ordered annual review.
- 4. Establishing charges or payments; including but not limited to:
 - a. Adjudication fees
 - b. Membership dues
 - c. Festival admissions
 - d. Conference/workshop admission
- E. Provide for the continuous self-evaluation and renewal of the Board itself.
- F. Provide proper management and support for the Administrative Secretary.
 - 1. Set an appropriate and agreed upon stipend.
 - 2. Provide an annual evaluation.
 - 3. Provide a budgetary amount sufficient to maintain an office.

Section 2.

- A. No part of the income or revenue of the Association shall inure to the benefit of any member of the Board.
- B. Trustees may be reimbursed for expenses reasonably incurred in the affairs of TANYS.

Section 3.

- A. One half plus one of the currently sitting board members shall constitute a quorum.
- B. The vote of a majority of the Trustees present shall be the act of the Board of Trustees.

Section 4.

- Each Trustee shall have one vote and that vote may not be given in proxy.

Article VI

Officers

Section 1.

- A. Officers shall be elected at the Annual Meeting in November and, with the exception of the Secretary/Treasurer, shall not normally serve more than two (2) successive full terms in the same office.
- B. Each elected seat is a two year term. Newly elected officers will begin their term at the conclusion of the Annual Meeting.

Section 2.

Terms of Office and election years

- A. Odd numbered years
 - 1. President
 - a. Approval only, was President Elect
 - 2. President Elect
 - 3. Immediate Past President
 - a. Approval only, was President
 - 4. Secretary/Treasurer
 - 5. Two (2) to four (4) At Large Board members
- B. Even numbered years
 - 1. Vice President of Festival
 - 2. Vice President of Adjudication Services
 - 3. Three (3) to five (5) At Large Board members

- C. Appointed positions (no term limits)
 - 1. Administrative Secretary
 - 2. ESTA Representative
 - 3. NYSTEA representative

Section 3. Duties of the Officers

A. President

- 1. Shall preside at all meetings of the membership and at all meetings of the Board of Trustees, authorize all calls for any special meetings and generally perform the duties of the presiding officer.
- 2. Shall be an ex officio member of all committees.
- 3. Shall present a report of the activities and appointments of the year at the Annual Meeting.
- 4. Shall, with the Immediate Past President, have an orientation for new Board members, which shall include a review of policies, the budget, mission statement and long-range plans.
- 5. Shall make appointments to fill vacancies on the Board.
- 6. At the end of their two year term as President, he/she will move into the office of Immediate Past President for a two year term.

B. President Elect

- 1. Shall, in the absence or inability of the President, assume the duties of the President.
- 2. Shall serve as a member of the Long-range Planning Committee.
- 3. Shall serve as a member of the Finance Committee.
- 4. Shall coordinate changes in the Bylaws of the Association.
- 5. At the end of their term as President Elect, he/she will move into the office of President for a two year term.

C. Immediate Past President

- 1. Shall serve as Chair of the Long-range Planning Committee.
- 2. Shall serve as a consultant to the current board.
- 3. Shall chair the Nominating committee and prepare the slate of Board nominees to fill any and all expiring terms.

D. Secretary/Treasurer

- 1. Shall keep, or cause to be kept, all minutes and proceedings of the Annual Meeting of the Membership, meetings of the Board of Trustees and meetings of the Executive Committee.

2. Shall keep, or cause to be kept, full and accurate records of receipts and disbursements and assets and liabilities for the Association.
 - a. Shall have electronic access to all of the Association bank accounts.
 - b. Shall receive the current bank statements of all accounts to permit reconciliation.
3. Shall prepare the annual budget for the approval of the Board and make a financial report at each meeting.
4. Shall be a member, but not chair, of the Finance Committee.

E. Vice President of Festival

1. Must have served at least two years as Festival Chair.
2. Shall oversee the annual TANYS Festival.
3. Shall investigate potential sites after the Board receives application. Will ensure potential sites have the needed amenities to host a TANYS Festival.
4. Will work with the Site Festival Chair to ensure that there are consistencies between annual Festivals, yet allowing for the vagaries of different sites and host groups.
5. Will work with the Site Festival chair to prepare a Festival budget to present to the board for approval.
6. Will serve as liaison between the site staff and the TANYS Board of Trustees.
7. Will create, or cause to be created a working handbook of how to present a TANYS Festival. They shall keep the handbook current.
8. While not directly responsible for the technical aspects, the Vice President of Festival will ensure that the technical theatre responsibilities of the Festival are being accomplished.

F. Vice President of Adjudication Services

1. Must have served at least two years as an adjudicator.
2. Shall define, coordinate and evaluate services in the area of adjudication for TANYS organizational members.
3. Shall, or may appoint an Adjudication Coordinator, to:
 - a. Receive requests from member companies for adjudications.
 - b. Assign adjudicators.
 - c. Follow up on required electronic reports.
 - d. Communicate with companies:
 - i. Announce Merit Awards to company.
 - ii. Ensure Awards are posted on the TANYS website.
 - iii. Maintain cordial relationships.
4. Provide assessment of the service and adjudicators.

- a. Compile Adjudicator evaluation forms
- b. Share these forms with adjudicators and suggest remedial training as needed.

- 5. Shall convene meetings of all adjudicators at least twice a year for the purpose of evaluating the adjudication process.
 - a. Report any concerns to the Board.
 - b. One of these meetings may be for Festival Selection
- 6. Shall convene and chair the annual Festival Selection meeting of all Adjudicators and shall determine that all required forms pertaining to shows considered and recommended for Festival are in order.
- 7. Shall maintain, or cause to be maintained the Adjudicator Handbook and its associated forms.
- 8. Shall direct, or cause to be directed sessions and programs needed to train new adjudicators as stated in the Adjudicator Handbook.

Section 4. Succession

- A. If an office is vacant, the highest remaining officer shall succeed to the vacant office. The vacant office shall be filled by Presidential appointment and presented to the Board for approval. Any and all appointments will be presented on the slate of Board nominees for approval at the Annual Meeting of the Membership.

Article VII

At Large Positions

Section 1.

There shall be five (5) to nine (9) At Large Positions.

- A. In consultation with the President, each At Large position will be responsible for the following areas. These responsibilities do not extend to serving on the annual Festival committee, yet they will be available as a resource for the Festival staff as needed.
 - 1. Member Services and Recruitment
 - 2. Technical Services and TANYS Workshops
 - 3. Grants and Donations
 - 4. Public Relations and Marketing
 - 5. Audit, Awards and Endowment

B. Member Services and Recruitment

- 1. Create, or cause to be created an electronic list of members of TANYS, contacts collected by Adjudicators and other interested parties.
 - a. Will use these lists and presence to reach out to the members and interested parties with pertinent information concerning TANYS.
 - b. Will use these lists to assist other Board members as needed in the completion of their responsibilities.
 - c. Will share any and all lists with the Administrative Secretary for storage in the TANYS archives.

2. Create, or cause to be created a presence in social media.
3. Shall consult with the PR/Marketing Chair to provide content for the website.
4. Shall work to engage existing members and recruit prospects through e-mail, social media and other channels.

C. Technical Services and TANYS Workshops

1. Shall coordinate the creation and continuation of a series of workshops.
 - a. Create a database of qualified presenters.
 - b. Create a template for a day of workshops that can be presented at a host site. This template can be adapted using the desires of the host company to present workshops of their choosing.
 - c. Solicit companies throughout the State willing to host these workshop days.
 - d. Work with selected companies and the At Large Member Services officer to hold TANYS regional workshops.
2. Shall serve as, or approve the appointment of Festival Technical Director for the Annual Festival.
3. Shall be responsible for ensuring that the Festival staff meets the technical requirements as specified by AACT Festival Handbook.
4. Will assist the Festival Technical Director as needed with the coordination of all the technical aspects between the Festival site and the performing companies.
5. Shall assist the Vice President of Festival when considering the site proposals for hosting the Annual Festival and ensure that the Festival's technical-needs can be met.

D. Grants and Donations

1. Shall search and apply for Grants and donations to help fund TANYS programs.
2. Shall organize, or cause to be organized, upon direction by the Board, a campaign to raise funds.
3. Shall keep TANYS Sponsorships and Supporter donation levels and pertinent media current and will consult with Festival staff in their fundraising efforts and ensure that all donation and sponsorship levels are current.
4. Shall ensure that Sponsorship Perks are fulfilled through proper recognition on the website, *Callboard*, etc.

E. Public Relations and Marketing

1. Shall be responsible for coordinating and disseminating press releases for the Association.

2. Maintain, or cause to be maintained the TANYS website and shall consult with the Membership chair to provide content for the website.
3. Shall provide assistance and templates as needed to the Festival Public Relations staff.
4. Shall be responsible for keeping the TANYS “brand” and image current and consistent.
5. Shall coordinate marketing efforts of all TANYS branded merchandise.
6. Shall work with Festival staff to ensure the accuracy of TANYS branding on merchandise.
7. Shall assist in marketing efforts for TANYS public events, excluding the Annual Membership meeting.

G. Audits, Awards and Endowment

1. Shall ensure an independent financial review of the Associations finances is conducted at the end of the fiscal year.
 - a. Following IRS and NYS requirements.
 - b. To satisfy anticipated Grantor requirements.
2. Shall monitor the finances of the Endowment account and when needed, coordinate with the At Large Grants and Donations officer campaigns to increase these funds.
3. Shall chair the committee responsible for TANYS Awards.
4. Shall be responsible for publicizing to raise the membership’s awareness of these awards.

Article VIII

Appointed Positions

Section 1.

The President, with the advice and consent of the majority of the Board of Trustees, shall appoint the following positions to serve at the pleasure of the President:

A. Administrative Secretary

1. Shall receive a stipend with the amount set by the Board.
2. There is no limit to the reappointment.
3. Shall attend Board meetings
 - a. Shall report on the operation of the Association.
 - b. Shall take the minutes of the meeting.
4. Shall be authorized by the Board to manage the day to day financial dealings of the Association.
 - a. Receive all TANYS bills and sign checks on the account for payment of such bills.

- b. Use the TANYS Debit card as needed for TANYS business purchases and business transactions.
 - c. Shall keep a record of these actions and share this record with the Secretary/Treasurer on a timely basis.
- 5. Shall work with and report to the Secretary/Treasurer on all financial matters.
- 6. Shall disseminate and post all Calls to Meetings as directed by the President.
- 7. Shall edit and publish *Callboard*.
- 8. Shall coordinate with the PR/Marketing and Member Services officers, to publicize TANYS awards to the membership.
- 9. Shall maintain archives of current applications for membership and current registration forms for TANYS sponsored activities.
- 10. Shall maintain a mailing list of Trustees, members, potential members and other contacts pertinent to TANYS and shall share these lists and archives with the Board members as needed.

B. Eastern States Theatre Association (ESTA) representatives(s)

- 1. The number of TANYS representatives to ESTA shall be set by the ESTA Board.
- 2. There shall be no limit to the appointment to these positions.
- 3. Shall serve as an ex-officio member of the Board of Trustees.
- 4. Shall represent the interests of TANYS to the ESTA Board and report the activities and interests of ESTA to the TANYS Board.

C. New York State Theatre Educators Association (NYSTEA) Representative

- 1. There shall be no limit to reappointment of this position.
- 2. Shall serve as an ex-officio member of the Board of Trustees.
- 3. Shall contact and work with the Board of NYSTEA to create and promote a working relationship between the two associations and promote the purpose of TANYS.

Article IX

Meetings of the Board of Trustees

Section 1.

The TANYS Board of Trustees will meet a minimum of twice a year.

A. Early winter

- 1. Shall conduct the normal business of the Association.
- 2. Shall evaluate the past year and discuss and implement long range plans.

B. Early to midsummer

1. Shall conduct the normal business of the Association.
2. Shall approve the budget for the Annual Festival.
3. Shall set Organization, Individual and Corporate memberships, as well as other fees needed for the Association to operate in the upcoming fiscal year.

Section 2. If a member of the Board is unable to attend a scheduled meeting:

- A. The Administrative Secretary shall be notified as soon as possible.
- B. Although it is not a desirable option, a Board Member may attend a meeting using a teleconferencing method.
 1. Whatever method is employed must allow all present at both sites to hear and participate in discussions.
 2. There must be a method of sharing handouts, preferably as electronic attachments.
- C. If a quorum cannot be met, the Administrative Secretary, after consultation with the President, shall notify the Board Members of the postponement or cancellation of the meeting as appropriate.

Section 3. Special meetings of the Board may be called upon ten days' notice:

- A. By the President.
- B. By the President upon request from any member of the Board.
- C. The Call to meeting will state the purpose of this special meeting and only that business will be transacted.

Section 4. All meetings shall be open to the general public.

Section 5. An Executive Session may be convened upon a majority vote of the total membership of the Board at an open meeting after identifying the general area or areas of the subject or subjects to be considered.

Section 6. Minutes of all open meetings and all formal actions of Executive Sessions shall be kept.

- A. Minutes of all regular meetings will be completed within thirty (30) working days of the meeting and shall be disseminated to the Board of Trustees.
- B. A copy of all minutes shall be on file in the Association's office.
- C. There is no requirement for minutes of sessions held for the purpose of discussion at which no formal action is taken.
 1. Minutes of Executive Sessions must be available to the public within one week of such meeting, provided, however, that they shall not include any matter which is not required to be made public by the Freedom of Information law.

Section 7. Recognizing that it is sometimes imperative for the Board to act between scheduled meetings, the following procedure shall be followed for electronic voting. It is understood that this procedure is only to be used for extra-ordinary occurrences where a timely reaction is required.

- A. Any electronic votes will be conducted under the approved Board Policy for such matters.
- B. The Administrative Secretary, or Secretary will enter the electronic motion/vote, any pertinent discussion and the outcome into the official minutes to be distributed at the next full Board meeting.

Article X

Committees

Section 1. Committees of the Board can be both Standing and/or Ad Hoc. Committee members and their respective chairs shall, except as otherwise noted in these Bylaws, be appointed by the President of the Board.

Section 2. The Chairs of all Standing Committees shall be sitting members of the Board of Trustees. Committee members may include other interested TANYS Board members, Honorary Board members and other TANYS members.

Section 3. The Standing Committees of the Board shall be:

- A. Executive
- B. Finance
- C. Long-range Planning
- D. Nominating
- E. Awards
- F. Ruth R. Legg Memorial Scholarship
- G. Diversity, Equality, Inclusion and Accessibility (DEI/A)

Section 4. Executive Committee

- A. The President, President Elect, Secretary/Treasurer, Vice President of Adjudication Services, Vice President of Festival and the Immediate Past President shall comprise the Executive Committee.
- B. Except for those powers which are expressly reserved to the Board, the Board's authority shall be delegated to the Executive Committee when the Board is not in session. However, the decisions of the Executive Committee cannot conflict with any action taken by the Board as a whole. All decisions of the Executive Committee must be acted on by the Board at its next scheduled meeting.

Section 5. Finance Committee

- A. The Finance Committee shall consist of three (3) members, including the Secretary/Treasurer and President Elect.
 1. The Administrative Secretary will be an ex-officio member of this committee.
 2. The At Large seat responsible for Audit should NOT be a member of this committee.

- B. It shall be the duty of the Finance Committee to develop a plan to ensure that the organization is adequately funded for its current operation and long-term goals.
- C. The Finance Committee, when called, shall prepare the annual budget for the Association and submit it to the Board of Trustees at the meeting preceding the Annual Meeting.
- D. The Finance Committee will consult with the At Large seat responsible for Audit to enable the annual financial review of the Association's financial accounts.
- E. The Finance Committee will assist the Administrative Secretary in the compiling and submission of any records needed to accomplish this review and any required filings to maintain the Association's 501(c) 3 status.

Section 6. Long-range Planning Committee

- A. The Long-range Planning Committee shall consist of at least three (3) members and be chaired by the President Elect. The Immediate Past President shall be a member of this committee
- B. The Long-range Planning Committee shall design and give direction to the process through which the Association's long-range goals and objectives are accomplished.
- C. The Long-range Committee shall recommend a plan of action to the Board of Trustees, for their approval.

Section 7. Nominating Committee

- A. The Nominating Committee shall consist of at least three (3) members and be chaired by the Immediate Past President. Membership is limited to Board members.
- B. It is the duty of the Nominating Committee to prepare a slate of Officers for approval by the Board of Trustees and the membership at the Annual Meeting.

Section 8. Awards Committee

- A. The Awards Committee shall consist of at least three (3) members and shall be chaired by the At Large Board member responsible for Awards.
- B. The Awards Committee shall develop, for approval by the Board of Trustees, guidelines for all TANYs Awards, excluding Adjudication Merit Awards and Festival Adjudicator Awards.
- C. The Awards Committee shall prepare and present to the Board, a slate of nominees for the following awards as defined by the award's guidelines:
 - 1. Mary Eva Duthie Award
 - 2. Fredric Blumberg Distinguished Volunteer Award
 - 3. Sherman C. Ward, Jr. Distinguished Volunteer Award
 - 4. Regional Service Awards
- D. The Board of Trustees shall determine, by secret ballot, the recipient of these awards.
 - 1. If the Ballot must be taken electronically all applications and supporting recommendations, etc. will be shared with the Board.

2. If the nominee is a sitting Board Member, he/she must be excluded from all notifications and discussion.

E. The Awards Committee shall administer the Shirley Cockrell Community Theatre Excellence Award as defined by the award's guidelines. Will submit as required any and all nominations to the ESTA Board for their decision.

Section 9. Ruth R. Legg Memorial Scholarship Committee

- A. Ruth R. Legg Memorial Scholarship Committee shall consist of three (3) members:
 - 1. Current TANYS President or Past President
 - 2. Current Board member/Educator
 - 3. Current Adjudicator/Educator
- B. The committee will discuss any and all applications and make a recommendation to the Board.
- C. The Board of Trustees will decide the amount the winning applicant will receive depending upon the status of the endowment set aside for this scholarship.

Section 10. Diversity, Equality, Inclusion and Accessibility (DEI/A) Committee:

- A. A standing committee shall be established to ensure our commitment to foster and maintain our principles of social and racial equality. This committee shall be called the Diversity, Equality, Inclusion and Accessibility (DEI/A) Committee.
- B. This committee shall consist of a Chairperson and two to three TANYS Board members. Said committee shall be responsible to submit reports to all scheduled Board meetings.

Section 11. Ad Hoc committees for the study and investigation of special problems may be appointed by the President. Such committees serve until the completion of the work for which they were appointed.

Section 12. All committees shall make regular reports to the Board and act only on the Board's recommendations.

Article XI **Parliamentary Authority**

The rules of parliamentary procedure contained in Robert's Rules of Order (most recent edition) shall govern all meetings except when in conflict with these Bylaws, as established by the Association.

- Section 1. These Bylaws may be amended or revised by the affirmative vote of (3/4) of Trustees present at a meeting of the Board of Trustees.
- Section 2. Notice of any proposed amendment or revision must be stated in the call for the meeting.
- Section 3. All amendments and revisions are subject to the approval of the membership at the Annual Meeting.