

QUAD-CITY MUSIC GUILD

BYLAWS

Revised October 23, 2018

QUAD-CITY MUSIC GUILD MISSION STATEMENT AND PURPOSE FOR EXISTENCE

This organization shall be a non-profit foundation devoted to providing the highest quality musical productions, artistically and technically, to the widest audience available, using unpaid participants directed by a professional staff. Its objectives are to foster broad community interest in musicals and theatrical arts, to create and present musicals and other productions, and to provide a medium through which the interest and talents of the entire community may be realized through musical theater.

ARTICLE I - TYPES OF MEMBERS

Section 1 Supporting Members

Supporting membership in the Corporation shall consist of those individuals who have contributed to the member/patron program of the Quad-City Music Guild (QCMG) in categories approved by the Board of Directors. Each member/patron donation is entitled to one (1) vote, regardless of the name(s) in which the membership is held.

Section 2 Active Members

Active members are defined as:

- All current board members
- All individuals who have participated in the production of a show within 12 months prior to the annual meeting
- All individuals who have contributed five (5) or more volunteer hours, other than production participation, within 12 months prior to the annual meeting,

Section 3 Voting Members

All Supporting and Active Members, who meet the minimum age requirement, shall be entitled to Voting Membership. Active Members must complete and submit an annual Voting Member registration form to the corporate secretary by September 15th of the current year to be eligible for Voting member status at the annual meeting.

Section 4 Minimum Age for Voting Members

The minimum age to be eligible for voting membership is 16.

ARTICLE II - TYPES OF MEETINGS

Section 1 Annual Meeting of the Voting Members

The Annual Meeting of the Voting Members of this Corporation shall be held on the fourth Tuesday of October of each year, for the purpose of election of the Board of Directors and such other business as may properly come before said meeting. Notice of the date, time, place and object of the meeting shall be mailed to each Voting Member at least ten days prior to the meeting. No business other than that stated in the notice shall be transacted at the meeting without the unanimous consent of all the Voting Members present.

Board members elected at the annual meeting shall begin their terms the following January 1st.

At the Annual Meeting of Voting Members the following shall be the order of business:

1. Calling the Roll
2. Reading of Notice and Proof
3. Report of Nominating Committee
4. Election of Board of Directors

- 5 Report of officers
5. Unfinished business
5. New business
7. Results of Election
8. Miscellaneous business

Section 2 Special Meetings of the Voting Members

Special Meetings of the Voting Members may be called at any time by a majority of the Board of Directors. It shall be the duty of the President to call such meetings whenever requested in writing by twenty-five (25) or more Voting Members. A notice of a Special Meeting stating the date, time, place and purpose shall be mailed to each Voting Member at least five (5) days before the meeting.

Section 3 Board of Directors Meetings

See Article III, Section 5

ARTICLE III - BOARD OF DIRECTORS

Section 1 Board Members

The Board of Directors is the governing body of the Quad-City Music Guild. The Board shall consist of fifteen elected members. Up to six (6) members may be elected each year at the Annual Meeting, depending on expiring terms of existing Board Members. In addition, each year the President may appoint up to three members who shall serve a one-year term.

Section 2 Qualifications and Duties

Members of the Board of Directors shall automatically qualify as Active Members as defined in these Bylaws (Article I, Section 2). Board Members are expected to attend all meetings of the Board of Directors and to contribute a minimum of twenty-five (25) hours of service during the fiscal year, participating in all productions, special events and scheduled projects. In the event a Board Member misses three (3) meetings during a single fiscal year, the President shall contact the Board Member to determine whether he/she will be able to continue service. Board Members are also required to participate in the Quad-City Music Guild member/patron program; said participation to be, at a minimum, an individual membership to be paid by January 31 of each fiscal year in which they serve. Each board member must assume at least one specific committee responsibility as delegated by the President.

The Board Members shall manage the affairs of this Corporation and may adopt any rules and regulations for the conduct of their meetings and the management of the affairs of the Corporation as they may deem proper but not inconsistent with the laws of the State of Illinois or these Bylaws.

Board members who have a direct or indirect personal interest in the outcome of any financial decisions that come before the board shall disclose their interest to the Board prior to any vote on the issue so the Board will be fully aware of any possible conflict of interest. The Board Member shall abstain from voting on the issue when the matter is called for a vote.

Section 3 Nominating Committee

The Vice President shall serve as Chair of the Nominating Committee. The Nominating Committee shall consist of the Chair, current and past President, board members who are completing their service, and a representative from each of the previous five productions to be appointed by the Chair.

The committee shall prepare a slate of at least two nominees in excess of the number of vacancies to be filled. These nominees must be current voting members of QCMG and should be well qualified and willing to serve as Board Members. Each nominee shall be fully informed by the Chair as to the duties and expectations of becoming a Board Member (refer to Article III Section 2). At the annual meeting, additional nominations may be made from the floor by any Voting Member. No second shall be necessary to any nomination.

The Nominating Committee shall also prepare a slate of officers for the board to elect at the first Board meeting after the Annual Meeting. The newly elected officers shall begin their terms on the following January 1st.

An additional duty of the Nominating Committee may be to assist the President in filling Board vacancies that occur during the year.

Section 4 Election, Appointment & Term of Office of Directors

Board Members shall be elected by ballot at the Annual Meeting of Voting Members. They shall serve a three-year term. A Board Member may serve two consecutive terms if re-elected. After completion of the second term an individual must be off the board at least one year before being eligible to serve again. When a vacancy occurs, the President may appoint a replacement to fill the uncompleted term. The appointment must be approved by the Board of Directors.

The Secretary shall prepare a written ballot of the nominees, the written Notice of the Annual Meeting, and a synopsis of nominee qualifications. The ballot, notice, and synopsis shall be mailed to each eligible voting member no later than 14 days before the scheduled meeting. Voting members may vote via absentee ballot or at the Annual Meeting.

In addition to the elected Board Members, the President may appoint up to three persons to serve as Board Members, with Board approval, to make the maximum total of Board Members eighteen. These appointed members serve a one-year term.

Section 5 Meetings

The Board of Directors shall meet at least ten times during the fiscal year on such dates as they may determine.

The Board shall meet whenever called together by the President, upon due notice to each Board Member. Board Members may also call a Special Meeting on written notice signed by ten Board Members stating the agenda for the said meeting and including date, time and place. The notice shall be given five days before said meeting to all Board Members.

Section 6 Quorum

Ten Board Members shall constitute a quorum for the transaction of business at any meeting of the Board. If less than ten Board Members are present at a meeting, they may continue to meet, but without binding

authority on any business that is discussed. They may adjourn the meeting by a simple majority vote of those present.

Section 7 Death or Resignation of the Entire Board

In the event of the death or resignation of the entire Board of Directors, any Voting Member may call a Special Meeting in the same manner that the President may call such a meeting. Directors for the uncompleted term may be elected at said meeting in the manner as provided for at the Annual Meeting.

ARTICLE IV - OFFICERS

Section 1 Election

The first order of business at the first meeting of the Board immediately after the Annual Meeting shall be to elect, from the slate presented by the Nominating Committee, the officers as set forth in Section 2. Additional nominations for officers may be made by any Board Member; no second shall be required.

Section 2 Terms of Office

President, Vice President:

he President and Vice President shall be elected for two-year terms. At the end of the President's two-year term, the Vice President shall assume the position of President, and a new Vice President shall be elected.

In the event the President is unable to complete his/her term, the Vice President shall become President for the uncompleted term and shall subsequently serve a two-year term as President. In this situation, a new Vice President shall be elected from the Board.

In the event the Vice President is unable to complete his/her term, a new Vice president shall be elected from the Board.

Board Members who are elected to the positions of President and Vice President shall be exempt from term limits until they have completed their rotation through the offices.

Secretary and Treasurer:

The Secretary and Treasurer shall be elected for a one-year term and may be re-elected each year, not to exceed their elected term as Board Members.

Section 3 Duties of the President

The President is the chief executive officer of the corporation and shall preside at all meetings of the Board; shall act as Chair of the Annual Meeting and call to order all other meetings of Voting Members; shall sign and execute all contracts in the name of the Corporation, sign all checks, drafts, notes, and orders for the payment of money, when authorized to do so by the Board, appoint or discharge agents and employees, subject to the approval of the Board; shall act as spokesperson for the Corporation; and shall perform the general management of the affairs of the Corporation and perform all duties incidental to this office.

The President shall have the authority to enter into financial agreements on behalf of the Corporation.

The President shall serve as the Operations Committee Chair. The President shall appoint all Standing Committee and subcommittee chairs subject to the approval of the Board. No such appointment by the President shall be effective until approved by a majority of the Board Members voting on the question. Said appointees shall hold their positions until the end of the current fiscal year.

Section 4 Duties of the Vice President

The Vice President shall perform the duties of the President in his/her absence. In addition, the Vice President shall serve as the Nominating Committee Chair and other significant area(s) of responsibility as assigned by the President.

The Vice President shall have the authority to enter into financial agreements on behalf of the Corporation.

Section 5 Duties of the Secretary

The Secretary shall keep the minutes of the meetings of the Board, the Executive Committee and the meetings of Voting Members; attend to the giving all notices of the Corporation; affix the seal of the Corporation as needed; have charge of books and papers as directed; respond to correspondence as assigned; and attest all documents as needed.

The Secretary shall keep a voting membership roll, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and the time when they respectively become members. Such roll shall be open for inspection as prescribed by the Laws of Illinois governing non-profit Corporations.

The Secretary shall prepare the written ballot for the Annual Meeting (See Article III, Section 4).

The Secretary shall prepare the annual report to be filed with the Secretary of State.

The secretary shall annually produce and distribute a roster of active members to facilitate communication among all.

Section 6 Duties of the Treasurer

The Treasurer shall have the care and custody of all funds and securities of the Corporation; shall deposit the same in the name of the Corporation in such bank or banks as the Board may provide; shall sign checks drafts, notes, and orders for the payment of money in the absence of the President; pay out monies only pursuant to the direction of the Board; at all reasonable times exhibit the books and accounts to any Board Member or Voting Member of the Corporation upon application at the office of the Corporation during business hours; arrange for an annual audit, when required, at the end of the fiscal year; ensure that the proper Federal tax form is submitted in a timely manner; and shall give bond for the faithful performance of these duties as the Board may determine. The Treasurer shall provide monthly balance sheets, income and expense statements and related spreadsheets for Board review.

The Treasurer shall have the authority to enter into financial agreements on behalf of the Corporation.

The Board shall have the option to appoint a Business Manager who is not a member of the Board to serve as the chief bookkeeper and financial records keeper of the organization. Said person shall report directly to the Treasurer and President, and supply the necessary reports and financial information for the executive Committee and Board of Directors.

Section 7 Temporary Officers

In the absence of the President or Vice President, any Board Member, other than the Secretary, may serve as the Temporary Chair for the purpose of calling the meeting to order. As the first order of business the Board shall select a Chair, from those present, to preside at the meeting.

In the event that the Secretary is absent from any meeting, the Board Members may select one of their number to serve as Secretary for the meeting.

Section 8 Removal of Board Member

In the event of unsatisfactory performance of duties by a Board Member, the individual may be removed from the Board of Directors upon the receipt of a motion and second for removal from any Board Member and a supporting vote of the removal action by three-fourths of the Board members present. If the motion passes, the President shall appoint a committee made up of three (3) Board members to review the circumstances. The committee shall return a recommendation to the full board at the following monthly meeting. In the event of removal, a replacement Board Member shall be selected by the President, and approved by the Board, to fulfill the remaining term.

Section 9 Removal of Officer

In the event of unsatisfactory performance of duties by an Officer, the individual may be removed from the office upon the receipt of a motion and second for removal from any Board Member and a supporting vote of the removal action by three-fourths of the Board members present. If the motion passes, the President or acting President shall appoint a committee made up of three (3) Board members to review the circumstances. The committee shall return a recommendation to the full board at the following monthly meeting. In the event of removal, a replacement Officer shall be nominated and approved by the Board. The removed Officer may stay on the Board for the remainder of his/her Board term.

ARTICLE V - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers and such other persons who shall be appointed by the President and approved by the Board.

The Executive Committee shall serve as the principal planning committee and finance committee of the Board of Directors, and may act on behalf of the Board with such action to be ratified at the next board meeting when circumstances require such timely action.

The recommendations of the Executive Committee are subject to approval by the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1 Standing Committees

Standing Committees shall be as follows: Executive Committee, Marketing, Member/Patron, Nominating Committee, Operations, and Play Selection.

The general Play Selection committee meetings shall be open to any interested individuals who wish to participate in the process. The final play selection group, if any, shall include the Chair, a minimum of one current table officer other than the Chair, the current Marketing Committee chair, and individuals selected by

the Chair, who demonstrate an extensive knowledge of musical theater, have extensive participation with Quad-City Music Guild or other community theaters, and/or represent the various key production and business aspects of Quad-City Music Guild.

Members of Standing Committees need not be Board Members.

The President shall appoint Committee Chairs in accordance with Article IV - Section 3.

Section 2 Other Ad Hoc Committees

Other Ad Hoc Committees may be created from time to time by an act of the Board.

The President shall appoint Committee Chairs in accordance with Article IV - Section 3.

ARTICLE VII - TRAINING GRANTS/SCHOLARSHIPS

The Board shall annually provide funds to be used exclusively for the purpose of aiding individuals as the Board may deem worthy in obtaining musical theater and related education. The Training Grant Committee shall have discretion as to the disbursement of these funds.

ARTICLE VIII - ENDOWMENT FUND AND NON-DESIGNATED BEQUESTS

ENDOWMENT FUND

Section 1 Purpose

The purpose of this section is to describe the special segregated Endowment Fund. This fund was created to accept endowment donations given to the Quad-City Music Guild. Funds designated by the donor as Endowment Funds shall be placed in this fund.

Section 2 Use of Endowments

An Endowment Fund is hereby established, and Endowment Funds received by the Quad-City Music Guild shall (1) be held in trust in a segregated account or accounts, (2) they shall be invested to provide a modest return with minimum risk and reasonable liquidity at minimal cost (3) the principal sum donated shall be maintained, (4) only the interest, dividends, appreciation, or other earnings shall be expended, (5) and the interest, dividends, appreciation, or other earnings shall not be used for the day to day or ordinary operations of the Guild.

Section 3 Expenditure of Endowment Funds

The interest, dividends, appreciation, or other earnings of the Endowment Fund upon 60% vote of all the members of the Board of Directors may be expended for building purchases, repairs, construction or improvements of a capital nature, or for the purchase or repair of needed capital equipment with a useful life greater than three years. The principal of the fund may be invaded upon a 75% vote of all the members of the Board of Directors for the purposes heretofore stated in this paragraph.

Upon 75% vote of the Board of Directors, principal, dividends, appreciation or other earnings, may be used to defray operating expense where such expenditure is the only way to avoid going out of business due to insolvency.

Section 4 Dissolution

Upon dissolution of this Corporation, the general dissolution Article of these Bylaws shall be applied to this fund. To the extent possible, such funds shall be placed in an Endowment Fund of a similar 501(c) (3) corporation.

NON-DESIGNATED BEQUESTS

Section 1 Purpose

The purpose of this section is to direct the use of non-designated bequests donated to Quad-City Music Guild. All funds designated by donors for specific purposes shall be utilized in the manner so designated by the donor.

Section 2 Use of Non-Designated Bequests

Non-designated bequests shall be allocated to Quad-City Music Guild accounts as follows:

Amounts up to and including \$5,000 shall be deposited in the general operating account

Amounts of \$5,001 and more shall be allocated as follows:

- 10% deposited to the general operating account
- 10% deposited to the endowment fund
- 40% deposited to the long-term maintenance fund
- 40% deposited to the capital improvements fund

Section 3 Dissolution

Upon dissolution of this Corporation, the general dissolution Article of these Bylaws shall be applied to these funds. However, to the extent possible such funds shall be placed in an Endowment Fund of a similar 501(c) (3) corporation.

ARTICLE IX - FISCAL YEAR

The fiscal year of this Corporation shall be from January 1st to December 31st. The books and records of the Corporation shall be kept accordingly.

ARTICLE X - AMENDMENTS

These Bylaws may be amended at any Voting Members Meeting by a two-thirds vote of those present, provided the proposed amendment is inserted in the notice of such meeting.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for this organization.

ARTICLE XII - DISSOLUTION

No part of any net earnings of the Corporation shall inure to the benefit of any individual, or be distributable to the Corporation's members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and expenditure in furtherance of the purpose for which the Corporation exists.

Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other activities not permitted to be carried on under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any amendments thereto) or by a corporation, contributions deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or any amendments thereto).

Upon dissolution of the Corporation the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of the remaining assets of the Corporation pursuant to action of the Board of Directors to an organization or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization, or as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any amendments thereto).

Any assets not so disposed of shall be disposed of by the Circuit Court of the Fourteenth Judicial Circuit, Rock Island County, Illinois and transferred to organizations or corporations organized and operated exclusively for religious, charitable, educational or scientific purposes which shall at the time qualify as exempt organizations pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any amendments thereto).