



# Novato Theater Company By-Laws

## NOVATO THEATER COMPANY

*as Amended 11/18/2024*  
*Previous amendment, 12/16/2013*

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# Novato Theater Company By-Laws

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# **Novato Theater Company By-Laws**

## **ARTICLE ONE**

### **Corporation**

This Corporation will operate under the corporate name of Novato Community, Inc., doing business under the fictitious name of Novato Theater Company. For purposes of publicity and colloquial recognition of the corporation, the branding of the Corporation in the logo and for common reference shall be recognized as NTC.

## **ARTICLE TWO**

### **Mission Statement**

Mission Statement: The Novato Theater Company's mission is to enrich and entertain our community through compelling and relevant theatrical productions while fostering the development of young actors and technicians in a nurturing and creative environment. For over 100 years, we have been dedicated to sustaining the vital role of the arts by representing and celebrating a diverse tapestry of stories.

## **ARTICLE THREE**

### **Corporate Seal**

This Corporation shall have a corporate seal consisting of a circle having in its circumference the words "Novato Community, Inc., Incorporated August 19, 1947."



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## ARTICLE FOUR

### Meetings

An annual meeting of the NTC members shall be held at the office of the Corporation, in the County of Marin, County of Marin, State of California, or other designated location as required, on the third Monday of April of each year or at any other date, time or place not more than seven (7) days prior to or after the third Monday of April, as is decided upon by the Board of Directors. Notice of such annual meeting in writing under separate cover shall be published to the members at least ten (10) days before the date of such meeting.

Ten (10%) percent of the NTC shall constitute a quorum for the transaction of business at any meeting of the NTC members. Unless a quorum is present, no business shall be transacted except to adjourn from day to day until such time or future date as may be agreed upon by the Board of Directors.

General members' meetings of this organization shall be held on the third Monday of April, June, September and December, or at any other date, time or place as is decided upon the Board Directors. Notice of such General meeting(s) shall be in writing under separate cover shall be published to the members at least ten (10) days before the date of such meeting(s).

Special meetings: Special meetings of the NTC members may be called by the President of the Corporation or by written request of four (4) NTC members of the Board of Directors or by ten (10%) percent of the NTC members. Each such call shall be in writing and shall state the time and place and purpose of such meeting. No business shall be transacted at a special meeting other than the business stated in the call of such meeting. Notice of special meetings shall be given in the same manner as for the annual meeting of the NTC members.

At all such corporate meetings, each current NTC member shall have the right to one vote in person. No proxies will be permitted.

The NTC fiscal year shall commence on July 1 and terminate on June 30 of the following year.



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## ARTICLE FIVE

### Corporate Powers

1. Corporate powers: The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a Board of Directors. This board shall consist of the President, Vice-President, Secretary, Treasurer, and as many as 5 Directors At Large . The Directors At Large do not have assigned duties, but may serve in other functions as described herein.
2. Powers of the Directors
  1. Any agent of or employee of the corporation may be removed or replaced by the Board of Directors whenever in the judgment of the Board, the business interests or affairs of the corporation will be served thereby.
  2. The Board of Directors shall have the power to fill any vacancy in in the organization’s volunteer positions, vendors, staff, appointees, or employees, at any time.
  3. The Board of Directors shall have the power to fill any board vacancy as stipulated in Article Six, IV.
  4. The Board of Directors may require any officer or agent or employee or other persons to file with the Corporation a satisfactory bond conditioned for the faithful performance of his/her duties.
  5. The Board of Directors may call special meetings of either the NTC members or the Board, and they must call such a meeting at any time upon written request at least 10 days prior to the proposed meeting.
  6. The Directors shall receive no pay as compensation for their services as Directors.
  7. Each Director shall have the power to buy, sell or contract for the purchase or sale of property of or for the Corporation, provided that no contract for the purchase or sale of any real or personal property exceeds the amount of Three hundred and fifty (\$350) dollars.
  8. The Board of Directors shall have the power to establish reserves and/or trust funds for any purposes of the Corporation whatsoever, to make loans or advances, to purchase all necessary equipment, machinery and paraphernalia necessary to the carrying on of the purposes of the Corporation, and to purchase shares of listed capital stocks or government or municipal bonds of any Corporation with the funds of this Corporation, but with these powers limited as provided in Paragraphs F and G, supra.



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## ARTICLE SIX

### Board of Directors

**Election of Directors:** The Directors of the corporation shall be elected by current NTC members at the annual meeting on the third Monday of April. A Presidential Candidate must have held office on the NTC Board of Directors for at least one (1) year. Executive Committee candidates may run for office on the Board of Directors if paid in full as an NTC member in the year prior to the election. Candidates for Director At Large positions must be a paid member of the NTC for at least thirty (30) calendar days before the election.

**Term of Service:** All Directors shall take office at the close of the annual meeting in April. The President on the Board of Directors shall serve no more than four (4) consecutive years. Any of the other directors shall serve no more than eight (8) consecutive years in any position on the board. Directors who have served eight (8) consecutive years may again run for office after a one (1) year hiatus from board service. Exceptions can be made by vote of the membership.

**Board Quorum:** A quorum of the Board to conduct the business of the organization shall consist of either the President, or Vice-President, and three (3) other Directors.

**Vacancies:** Other than the President, vacancies that occur on the Board of elected Directors shall be filled by the Board of Directors with a new appointee to serve for the unexpired term of his/her predecessor in office. In the event any officer is absent for three (3) consecutive meetings, such officer may be replaced by the Board.

**Action by Majority Consent:** If and when a quorum of the Board shall severally and collectively consent to any action to be taken by the corporation, such action shall be as valid as a corporate action as though it has been authorized at a meeting of the Board of Directors. These decisions shall be raised by the quorum at the next regular meeting of the Board of Directors.

**Regular Meetings of the Board of Directors:** The Board of Directors shall have regular meetings as scheduled at the consensus of the board.

**Special meetings of the Board of Directors:** Special meetings of the Board of Directors may be called by any Director. All Directors must be notified at least 24 hours before the time of said meeting.



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**Meeting locations and telephone meetings:** Generally, NTC meetings will take place at NTC. Any NTC Board meetings, regular or special, may be held by conference telephone or a virtual meeting platform. The call-in number or meeting link, date and time of such meeting will be made available to the membership in advance.

### ***Restriction Regarding Interested Directors***

1. It is the goal of this corporation to have not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, “interested persons” means either
2. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
3. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### ***Duties of Directors: It shall be the duty of the Board of Directors to:***

1. Determine the mission and purpose of the corporation.
2. Select, support, and evaluate the chief executive;
3. Monitor and strengthen programs and services;
4. Ensure adequate financial resources;
5. Protect assets and provide financial oversight;
6. Build a competent board; Institute a Governance Committee to ensure the governing board’s long-term development using assessment tools on a periodic basis to evaluate and enhance individual director’s contribution; ensure opportunities for in-service education as needed.
7. Ensure legal and ethical integrity; Conduct, manage and control the affairs and business of the Corporation in conformity with the law and powers granted by the articles of incorporation and these by-laws and to make the rules and regulations for the guidance of the officers in the management of its affairs.
8. Enhance the organization’s public standing.
9. Have the custody and control of the funds of the Corporation and to designate two (2) or more of their board members who shall sign all orders upon said funds.



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10. Maintain a complete record of all its acts, or the proceedings of its meetings, and to present a full statement at the regular annual meeting of NTC members showing in detail the condition of the affairs of the Corporation. A similar statement shall be presented at any meeting of the NTC members when required by a majority thereof.
11. Fix the amount of dues from time to time required from each NTC member as a contribution towards defraying the proper expenses of the Corporation.
12. Install such a system of bookkeeping and auditing that each NTC member may know and be advised concerning the receipts and distribution of the Corporation and the exact status of any business transacted by the Corporation.
13. Appoint a committee of two (2) to audit the receipts, disbursements and financial records of the Corporation at the end of the fiscal year and to present at the Annual Meeting a written statement of income and expenditures for that fiscal year.
14. Each Director must, at the first meeting after his election, cause to be entered in the minutes his/her address to which all notices may be directed until, by similar notice in writing, he/she has caused an entry to be made of a change of residence.
15. The Board of Directors will meet with the Directors and Producers of each production as soon as possible following the selection of the Director and Producer to discuss budget and policy of that production.
16. Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations.*(added 06.10.2013)*
17. Enforce all applicable provisions of these By-laws.*(added 06.10.2013)*
18. Exercise all powers vested in the Board under the laws of the State of California.*(added 06.10.2013)*

**Executive Committee:** The Executive Committee of the Board shall consist of the President, Vice-President, Secretary and Treasurer.





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## ARTICLE SEVEN

### Duties of the Officers of the Corporation

The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and three (3) Directors at Large. At the discretion of the Board of Directors, the immediate Past President may serve as a non-voting member of the Board.

***President: The duties of the President shall be to:***

- Prepare the Agenda and preside over all meetings of the NTC Members and the Board of Directors.
- Act as Chief Executive in the absence of financial resources to pay a staff position.
- Sign, as President, contracts or other instruments in writing which have been first approved by the Board of Directors.
- Call the Directors together whenever the President deems it necessary and discharge such other duties as may be required as designated in the by-laws or by the Board of Directors.

***Vice-President: The duties of the Vice-President shall be to:***

- Assume the duties of the President in his/her absence.
- Assume the duties of the President if, at any time, he/she is unable or refuses to act. If the Vice- President is unable to do so, or refuses to act, the Board shall appoint another officer to do so.
- Serve as chairperson of the Nominating Committee with the following responsibilities:
- Seek and select from among the NTC membership suitable candidates for each position on the Board of Directors to be elected at the annual meeting of the NTC members.
- Submit at the March meeting of the Board of Directors a list of all candidates selected who have signified to the Nominating Committee their willingness to run for the office selected.

***Secretary: The duties of the Secretary shall be to:***

- Keep a record of the proceedings of all meetings of the Board of Directors and of the NTC membership.
- Keep the corporate seal and affix the seal of the Corporation to all papers and documents requiring the same.



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- Serve all notices required by law or by these by-laws. In case of his/her absence, inability, refusal to do so, such notice may be served by any person thereto directed by the President or Vice-President.
- File and take care of all books, papers, documents and records of the Corporation, and to keep them at all times during business hours subject to inspection of the Board of Directors or of any NTC member.
- Produce and distribute to all NTC members, and other persons as designated, a monthly newsletter to include highlights of the general NTC membership meetings.
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### ***Treasurer: The duties of the Treasurer shall be to:***

- Keep proper account books and records of all business affairs and business transactions of the Corporation, counter-sign all checks drawn and discharge such other duties as pertain to this office and as prescribed by the Board of Directors.
- Receive and safely keep all the funds of the Corporation and pay them out only on the check or order of the President or other person as directed by the Board of Directors.
- Render an annual account of the financial condition of the Corporation at the annual meeting of the NTC membership and render a current accounting at each meeting, and at such times as may be designated by the President or a majority of the NTC members.
- To have sent to all NTC members at the end of the fiscal year, an annual account of the financial condition of the Corporation.

***Directors at Large:*** The Directors at Large shall have no assigned responsibilities other than those pertaining to all Board Directors. In addition, they may:

- Serve on any of the Standing committees.
- Serve as Chairperson of any of the Standing committees, with majority approval of the Board.
- Fulfill such responsibilities as may be assigned by the President, the Vice President, or the Executive Committee of the Board.



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## ARTICLE EIGHT

### Standing and Ad Hoc Committees

***Standing Committees:*** Standing Committees are formed as a part of these by-laws. Each Chairperson shall meet with the Board of Directors, as requested, to discuss policy and procedures. Board members may serve concurrently as Standing Committee Chairpersons. The position of Standing Committee Chairperson must be filled by a member of NTC. Standing Committees are established and maintained at the discretion of the board.

***Ad Hoc Committees:*** Any number of Ad Hoc Committees may be formed by the Board of Directors and a chairperson for each will be selected by a majority vote of the Board. Each chairperson shall meet with the Board of Directors, as requested, to discuss policy and procedures. Board members may serve concurrently as Ad Hoc Committee Chairpersons. Thereafter, the functions of the specific committees shall be as define by the Board and the duration of any specific committee shall be as defined by the Board or the purpose has been met or deemed irrelevant.



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## ARTICLE NINE

### NTC Membership

NTC membership in the Novato Theater Company shall be open to all persons who desire to participate in any aspect of Novato Theater Company's operations and productions, and who desire to have a voice and vote regarding the mission, vision, and production quality of NTC. Membership is contingent on compliance with the Member Code of Conduct.

#### ***Term of NTC membership:***

1. Unless specified elsewhere in this article, the term of NTC membership shall run from January 1<sup>st</sup> through December 31<sup>st</sup>.
2. The term for a new NTC member commences on the date of their acceptance and runs through December 31<sup>st</sup>.
3. Life Status: NTC Life Membership is for those individuals who have served 20 consecutive years as a paid member of NTC. This individual holds knowledge and memory of great value to NTC.

#### ***Dues, Rights and Waivers:***

1. Dues: All dues as applicable shall be set by the Board of Directors. New NTC members may pay their dues any time they choose to join.
2. Rights: A NTC member shall have full voting rights at all regularly scheduled general meetings and special meetings, may run for office on the Executive Committee of the Board of Directors if paid in full as an NTC member in the year prior to the election, may run for Director At Large positions on the Board of Directors if paid in full as an NTC member for at least thirty (30) calendar days before the election, may serve at any time as a member or chair of any board supervised or ad hoc committee, and shall be included in all NTC sponsored events and mailings.



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## ARTICLE TEN

### Property rights in the case of Dis-incorporation

All property now owned and hereafter acquired by this Corporation shall be disposed of in the following manner:

In the event that the Corporation, by vote of seventy-five (75%) percent of all NTC members at a meeting called for such purpose, shall elect to dis-incorporate and dissolve this Corporation then, and in that event, all property and property rights then standing in the name of and under the control of this Corporation shall be forthwith sold, liquidated and disposed of and the proceeds, after payment of all just debts and obligations of the Corporation, shall be disposed of as selected by the vote of the majority of the NTC members.

## ARTICLE ELEVEN

### Insurance

The corporation shall maintain, insofar as it is practicable, a policy of general liability insurance in the amount of at least \$1,000,000, in order to afford its agents, volunteer board members, directors, and officers the liability limitations of Corporation Code section 5047.5 or any successor provision thereto. The corporation may maintain agents', directors', and officers' liability insurance coverage as practicable.

## ARTICLE TWELVE

### Indemnification of Corporate Agents

For the purposes of this Section, "director" means any member of the NTC Board of Directors and "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation. "Proceeding" means any threatened, pending or complete action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification as defined herein.



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The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Expenses incurred in defending any proceeding may be advanced by the Corporation, in its discretion, prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized herein.

No provision made by the Corporation to indemnify shall be valid unless consistent with this Section and with applicable California Corporations Code or any successor provision thereof.

Nothing contained in this Section shall affect any right to indemnification to which persons other than agents may be entitled by contract or otherwise.

No indemnification or advance shall be made in any circumstance where it appears that it would be inconsistent with a provision of the articles, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by an agent in such capacity or



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arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

To the extent these bylaws provision conflicts in any respect with California Corporations Code or any successor provision thereof, or any other legal restriction on indemnification, this provision shall be deemed to be automatically modified to conform to the California Corporations Code or such other restriction.

### **ARTICLE THIRTEEN**

#### **Amendment of Bylaws**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (II) of this Section; or

By approval of the members, if any, of this corporation

### **ARTICLE FOURTEEN**

#### **Effective Date**

These By-Laws, as revised, shall become effective after they are approved and shall supersede all previous By-Laws, revisions and amendments. All revisions will be presented to membership for feedback.