

QUAIL CREEK PERFORMING ARTS GUILD BYLAWS

Article I – Name

Name of organization: Quail Creek Performing Arts Guild (“Guild”).

Article II – Mission

Mission statement: The mission of the Guild shall be to present variety, musical, drama and comedy productions for the enjoyment of Guild members, Quail Creek residents and others.

Article III – Authority and Limitations

Section 1: These Bylaws will fully comply with the Quail Creek Articles of Incorporation, Bylaws, and Club Rules, Regulations and Procedures. In the event a conflict between these Bylaws and the above-stated governing documents of the Property Owners Association, the Quail Creek Property Owners Association documents shall prevail.

Section 2: This organization shall be operated as a non-profit association in accordance with Arizona statutes, and Bylaws of the Property Owners Association.

Article IV – Membership

Section 1: Membership shall be open to all residents of Quail Creek.

Section 2: Other than Section 1 above, there shall be no precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.

Section 3: Guests of Guild members and Quail Creek Property Owners Association members are welcome to attend any two meetings. Thereafter, attendance will require meeting membership qualifications and paid up dues.

Section 4: Annual membership dues shall be established by the Executive Board (“Board”). All participants in shows and performances presented by the Guild must be paid-up members.

Professional technical support for sound and/or lighting will be permitted when necessary and shall be included in the production budget submitted for Board approval.

Should an emergency occur that impacts a show already in production, non-resident talent may be solicited in the absence of other available volunteer talent. Emergencies and appropriate compensation will be determined by the Board.

Article V – Officers

Section 1: The Board shall consist of the following officers: President, Vice President – Variety/Musical, Vice President – Drama/Comedy, Secretary, Treasurer, Membership Chair, Publicity Chair and two At-Large Board Members. Each of the nine Board members will have a vote on all matters before the Board.

Section 2.1: The positions of President, Vice President (Drama/Comedy), Treasurer, and Member-at-large (#1), will be elected by a vote of the membership for a term of two years commencing on July 1st in even numbered years (i.e. 2010).

Section 2.2: The positions of Vice President (Variety/Musical), Secretary, Membership Chair, Publicity Chair, Member-at-large (#2), will be elected by a vote of the membership for a term of two years commencing on July 1st in odd numbered years (i.e. 2011).

Section 2.3: All officers shall serve without compensation.

Section 3: The immediate past President will be automatically appointed to the Board as a non-voting, advisory member.

Section 4: Board Qualifications – be a paid up dues member and have proven interest in the Guild through participation in Guild events and meetings.

Section 5: Responsibilities of Officers:

The **President** is responsible for the overall Guild organization, management and administration. President shall preside at all general membership and Board meetings. In addition, the President shall appoint all committees subject to ratification by the Board, unless otherwise specified (i.e. Article VIII, Section 2b).

The **Vice President – Variety/Musical (“VP/VM”)** is responsible for the overall selection, planning and production of variety/musical productions, consistent with a “Production Guide” as adopted and amended from time to time by the Board. The VP/VM will also coordinate performances by the Guild’s Singing Group. The VP/VM shall ensure that permission is obtained for the use of any and all published material to be used for presentation, and that royalties for such use are paid as required.

The **Vice President – Drama/Comedy (“VP/DC”)** is responsible for the overall selection, planning and production of drama or comedy productions, consistent with a “Production Guide” as adopted and amended from time to time by the Board. The VP/DC is also responsible for chairing the Play Committee (refer to Article VIII – Committees). The VP/DC shall ensure that permission is obtained for the use of any and all published material to be used for presentation, and that royalties for such use are paid as required.

The **Treasurer** is charged with maintaining the bank accounts and the financial books and records of the Guild. These records are subject to oversight by the Audit Committee and the Property Owners Association.

The **Secretary** takes minutes of all meetings (Board and General) in a form suitable for presentation at meetings and maintains all such minutes and attachments for future reference. Correspondence of the Guild shall be prepared by the Secretary and presented to the designated correspondent for signature and mailing when required.

The **Membership Chair** is responsible for stimulating interest in the Guild (new homeowner receptions, etc.) and is the primary contact with residents interested in membership. The Membership Chair will ensure that members meet the membership requirements and shall maintain a roster of all members.

The **Publicity Chair** is responsible for publicity concerning the Guild, including but not limited to articles in Quail Creek Crossing, flyers, assisting producers with casting/general announcements and assisting the Membership Chair with membership drive communications.

The **At-Large Board Members** (two) will be responsible for designated assignments or committee chair positions, as appointed by the President, as well as any other function in support of Board duties or productions.

Section 6: If a vacancy should occur on the Board the remaining members of the Board shall fill the vacancy from the Guild membership. The appointee may attend Board meetings until ratified by the membership, at which time they will have full Board privileges. The appointee shall serve until the next election for that office.

Article VI – Nominations and Elections

Section 1: The President shall appoint a Nomination Committee consisting of one (1) member of the Board (who will not be eligible for nomination for any position) and two (2) additional members from the general membership. This committee must be appointed at least sixty (60) days prior to the annual election of officers.

Section 2: A slate of officers shall be presented, by the committee, at the April general meeting. Nominations may be made from the floor at a general meeting. In the election process, no member can be a candidate for more than one office at a time.

Section 3: Final slate to be posted two weeks prior to the election of Officers at the annual meeting to be held in May of each year, the date to be set by the President.

Section 4: Officers shall be elected by the majority of votes cast by ballot at the May meeting, providing a quorum of members has been established. Officers shall be installed at the June meeting and assume duties July 1.

Article VII – Meetings

Section 1: Frequency of meetings – general membership meetings and Board meetings are to be held monthly. Special meetings will be held on an “as needed” basis.

Section 2: Provisions for calling and recording meetings – meetings and events will be announced either in the Quail Creek newsletter, website, bulletin board, email or by telephone. Minutes, as well as other pertinent administrative records, will be retained for a period of three (3) years.

Sections 3: Voting and quorum requirements – A quorum at General Membership meetings shall be 25% of the entire membership. A simple majority of the established quorum is required to pass any matter requiring a vote by the general membership (exception Bylaw revisions – refer to Article X). Five (5) members of the Board shall constitute a quorum for voting on matters to be acted upon by the Board.

Article VIII – Committees

Section 1: Committees will be appointed by the President, except as stated in 2(b).

Section 2: Permanent (standing) committees, at a minimum, will include Audit, Equipment and Play.

a) Audit Committee – shall be established from the general membership and consist of three (3) members. Committee term of service is one year. Elected Guild officers or chairpersons may not be members of the audit committee.

- i. The Audit Committee will report directly to the President.
- ii. On an annual basis, not later than July 31 the committee will examine the Treasurer’s financial records in time to report results at the next general membership meeting.
- iii. The auditors having certified to its accuracy, will first submit their report to the President, which has the effect of approving the Treasurer’s report to the general membership.
- iv. The committee will also submit the annual financial statements to the Property Owners Association, if requested.

b) Play Committee – will be chaired by the Vice President for Drama/Comedy (“VP/DC”). Committee members are to be appointed by the VP/DC and ratified by the Board.

- i. The Play Committee will research, review and suggest plays to be considered for production by the Guild. Play material to be reviewed may be obtained from published sources or independent scripts submitted by any Committee member or member of the Guild.
- ii. In addition the Play Committee is responsible for periodically presenting short plays, scenes, acts, etc. to be read at general membership meetings. The intent of these presentations is to entertain the membership and to promote interest in performing in plays. Individuals from within the general membership will be asked to take part in these presentations.

c) Property Committee – will be responsible for the storage and inventory of Guild owned property and keeping said property in good condition. In addition, the Committee shall monitor the condition of any property donated to the Property Owners Association by the Guild. Responsibility includes on-going evaluation of additional items that may be required for Guild and/or Association productions.

Article IX – Financial

Section 1: The fiscal year shall be July 1 through June 30. Financial records shall be retained for a period not less than seven (7) years.

Section 2: The Property Owners Association, with reasonable notice, shall have access to all of the books and records of the Guild.

Section 3: The Treasurer and at least two other members of the Board shall be authorized to sign checks for Board-approved expenses. Checks drawn on Guild bank accounts for sums exceeding \$1,000 (one thousand dollars) shall require two signatures, while amounts up to and including \$1,000 (one thousand dollars) shall require only one signature. All expense payments shall be made by check.

Article X – Amendments

To amend the Bylaws of the Guild requires two-thirds vote of the membership present at a meeting specifically called for such purpose, a quorum being present. Thirty days notice shall be given to the Guild Membership of such proposed amendments. This notice may be made either by way of mail, email, posting on the PAG website or other method that reaches the membership.

Article XI – Dissolution

Prior to Guild dissolution (after all debts are satisfied), all property and assets shall be turned over to the Property Owners Association.

- Original Bylaws adopted.....January 28, 2003
- Amended by Membership.....September, 26, 2003
- Amended by Membership.....February 27, 2007
- Amended by Membership.....November 27, 2007
- Amended by Membership.....March 23, 2010

Submitted

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Date: March 25, 2010

Karen Feckler,
Secretary, QC Performing Arts Guild

Date: March 25, 2010