

WYOMING EDUCATORS OF SECONDARY THEATRE

Constitution

(Amended September 10, 2016)

Article I

Mission Statement: To support and enhance quality theatre education in Wyoming schools.

Section 1: Name: The name of this organization shall be WEST-Wyoming Educators of Secondary Theatre. It is a voluntary charitable organization of persons interested in secondary theatre education.

Section 2: Purpose: The purpose of this organization shall be:

1. Promote high standards of theatrical production, teaching, and scholarship within the state of Wyoming
2. Through a cooperative effort, help fellow educators with problem solving, furthering personal knowledge, technique, and processes of teaching theatre
3. Disseminate information concerning activities and programs involving or affecting Wyoming secondary theatre
4. Organize and run the Wyoming State Drama Tournament
5. Advocate for secondary theatre education on a regional and national level
6. Maintain contact and serve as a liaison between the Wyoming High School Activities Association and teachers of theatre

Article II-Membership

Section 1: General Membership: Membership in the organization shall be available to any person with a vested interest in secondary theatre in the State of Wyoming

Section 2: Voting Membership: An individual member is anyone who has paid the annual dues as set by the Board of Directors and shall have one vote in all matters which require a membership vote and shall receive all official publications and benefits of the organization.

Section 3: Honorary and Complementary Membership: The Board of Directors may designate any individual or organization as an honorary or complimentary member. This class of membership shall have no voting privileges; however, they shall receive all publications and other benefits of the organization.

Article III-Structure of the Board of Directors

Section 1: *Board Role, Size, and Compensation:* The Board of Directors shall govern, develop policy, and provide leadership for WEST. The Board of Directors shall manage all fiduciary responsibilities of WEST, and shall bestow and rescind awards and privileges as it deems appropriate. Board of Directors shall consist of five elected voting members. The Board of Directors shall receive no salary for their services as Board members; however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Board members performing duties as Members or Officers of the Board, as well as any necessary reasonable expenses to further support and enhance quality theatre education in Wyoming.

Section 2: *Elections, Terms:* Board of Director position term's will be two years. A rotation will be maintained for elections with three directors being voted on in the odd years and two directors voted on in the even years. Terms shall run from January to December. Nominations for new Board Members may be received by the Voting Member two weeks in advance of the December Membership Meeting. These nominations shall be sent out to the Membership with the meeting announcement, to be voted upon at the December Membership Meeting. Board Members are eligible for re-election. Board Members may serve in the same position (*President, Vice President, Secretary, Treasurer, Voting Member*) for no more than two consecutive two year terms. There shall be no limit on the number of terms served.

Section 3: *Officers of the Board, Duties:* The elected Board of Directors shall appoint individuals to assume offices to include a President, Vice President, Secretary, Treasurer, and a Voting Member. Officers of WEST shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Officers shall have the right to act in such ways to reasonably serve the best interests of WEST and not as representatives of their employers, or any other organizations or constituencies. The board shall establish a committee for the State Drama Tournament on a yearly basis. The board shall establish a scholarship committee on a yearly basis. The board shall create ad-hoc committees as needed, including but not limited to marketing, advocacy, and education. The following individuals shall be included in Board meetings as Ex-Officio members: the immediate past president of WEST, other immediate past officers of WEST, one member-at-large (non-voting) from the general membership to hold a one-year term

The *President* will be chairman of the Board of Directors of WEST. Shall be a member of the Board of Directors. He/She shall supervise all executive functions of the organization. The President shall serve as the Chairperson of the Board. All other officers and members shall report to the President or his/her delegate. The President shall call and preside at all meetings of the organization. The President shall represent WEST at state, regional, and national levels. The President shall discharge all other duties as may be required by these Bylaws, as well as all duties that may from time to time be assigned by the Board.

The *Vice President* shall serve as the President's delegate, as well as preside in the President's absence. Shall be a member of the Board of Directors. The Vice President shall perform all other duties as assigned by the board.

The *Secretary* shall be responsible for keeping minutes of all organization meetings. Shall be a member of the Board of Directors. The Secretary shall provide minutes to the Board of Directors and Membership. The Secretary shall perform all other duties as assigned by the board.

The *Treasurer* shall manage all financial affairs of WEST. The Treasurer shall receive and disburse the funds of the organization as ordered by the Board of Directors. Shall be a member of the Board of Directors. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of WEST, as well as record the deposits of all the monies and other valuable effects of WEST in accordance with applicable law. The Treasurer shall provide financial reports as required and shall perform all other duties as assigned by the board.

The *Voting Member* shall be a member of the Board of Directors. The Voting Member shall be responsible for all award and board member nominations. The Voting Member shall perform all other duties as assigned by the board.

The *Ex-Officio Members* shall perform all duties as assigned by the Board of Directors.

Section 4: Termination, Absences: Elected Board Members may be removed for cause by a majority vote of the of the Board of Directors. The member in question will not be permitted a vote.

If any member of the Board of Directors shall fail to maintain an attendance record of 75% of regularly scheduled Board meetings and/or failure to fulfill the duties of their elected office.

Article IV-State Drama Rules

Tournament rules are officially recognized and enforced by the Wyoming High School Activities Association(WHSAA)

Section 1: Rule Changes: Shall only be approved by a majority vote of WEST members in good standing. Shall not be altered or amended during the State Drama Tournament meeting. Rule changes may be voted on by the members in good standing via electronic means. All changes approved by the membership must be submitted to WHSAA no later than May 1.

Article V-Amendments to the Constitution

Section 1: *Amending Constitution:* The Constitution of WEST may be altered, amended, or repealed, and a new Constitution adopted only upon acting by two-thirds vote of the WEST membership.

Article VI-Amendments to the Articles of Incorporation

Section 1: *Amending Articles of Incorporation:* The Articles of Incorporation of WEST may be altered or amended only upon acting by two-thirds vote of the WEST membership.

Article VII- Amendments to the Bylaws

Section 1: *Amending Bylaws:* Bylaws of this organization may be enacted or revised by a majority vote of the WEST membership.

BYLAWS

Article I-Area of Service

Section 1: *Geographical Area:* Wyoming Educators of Secondary Theatre shall include the State of Wyoming

Article II-Fiscal Year

Section 1: *Fiscal Year:* The fiscal year shall be from January 1 through December 31

Article III-Meetings and Dues

Section 1: *Dues:* The membership dues shall be determined by the Board of Directors.

Section 2: *Regular Meetings:* Regular meetings of the Board of Directors will be held quarterly: Winter, Summer, Fall Conference, and State Drama Tournament. The Winter and Summer dates will be determined by the newly elected Board of Directors. To the extent of practicality, regular meetings may be held in different locations or to include Members participating via the Internet and/or telephone.

Section 3: *Quorum:* A quorum for all membership meetings shall be half of the membership in good standing plus one.

Section 4: *Electronic Mail, Telephone Meetings:* If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. WEST shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Board

members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 5: *Internet Meetings:* Board members shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Board members shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. WEST shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via Internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

Section 6: *Membership Meetings:* Membership meetings will be held twice a year. One membership meeting shall be held at the annual Fall Conference. The second membership meeting shall be held at the annual State Drama Tournament and shall include general business and election of the Board of Directors.

Article IV-Nominations and Elections

Section 1: *Nominations:* The Voting Member on the Board of Directors shall submit a written slate of candidates for all prospective board members for the following term. The Voting Member will abide by the provisions of Article III Section 2. The Voting Member's slate of candidates will be distributed no later than the first day of the State Drama Tournament.

Section 2: *Eligibility:* All nominees must be individual members in good standing of WEST for at least 30 days prior to their election.

Section 3: *Method of Election:* All board members shall be elected by a majority vote of those members present at the State Drama Tournament meeting. Two WEST members appointed by the Board of Directors shall tabulate the results of the votes and announce the new Board Members. Only members in good standing are eligible to vote.

Section 4: *Terms of office:* The term of the newly elected Board of Directors shall begin at the quarterly winter meeting.

Section 5: *Succession:* If for any reason the stated policy of succession is disrupted, the Board of Directors is empowered to determine an interim solution.

Article V-Governing

Section 1: *Governing:* The rules governing the procedures in the organization shall be Robert's Rules of Order.

Article VI-Indemnification

Section 1: *Terms of Indemnification:* WEST may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Member, Officer, employee, Associate, Contributor, Volunteer, Funds Recipient, or any other agent of the 501(c)(3) Corporation, or of any other organization served by him/her in any capacity at the request of the 501(c)(3) Corporation, against judgements, fines, amounts paid in settlement, and reasonable expenses; including attorneys' fees.

Article VII-Dissolution Clause

Section 1: *Dissolution:* In the event of WEST's dissolution, all remaining funds and/or assets shall be donated to the Wyoming Thespian Organization.