

BYLAWS
of the
NORTHERN BOUNDARY SECTION USITT
an affiliate of USITT, Inc.

*This edition incorporates all corrections and amendments
through March 9, 2017
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ARTICLE I—PURPOSES AND LIMITATIONS

Section I. PURPOSES

The purpose for which the Northern Boundary Section is formed is to further the objectives of USITT, which are as follows:

- A. Conduct research and investigation in the field of theatre planning and design, construction, equipment, presentation and operations;
- B. Combine and conserve the results of such research and investigation and make the same available to the members of the Section;
- C. Publish without profit and disseminate the results of studies undertaken within the scope and purposes of the Section;
- D. Assist in the establishment of contact between members of the Section and the personnel of such members for the better exchange of knowledge in the field of theatre technology;
- E. Recommend practices in the field of theatre planning and design, construction, equipment, presentation and operation, based on the experience of those engaged in the field of living theatre, both dramatic and musical, on all levels as developed by research and investigation in those fields;
- F. Provide representation and participation in conferences, assemblies, and other gatherings where matters of theatre planning and design, construction, equipment, presentation and operation are discussed;
- G. Concentrate on extending and developing the participation among elements of the theatre, with special orientation toward creative and interpretive artists: playwrights, composers, choreographers, directors, lyricists, conductors, musicians, librettists, and the performers;
- H. And, to foster, encourage and make available whenever and wherever possible, personnel and facilities to advance and enhance the performing arts on the community level; to collaborate with established agencies to develop new means for the support and encouragement of community efforts in the performing arts.

Section 2. LIMIT OF ACTIVITIES.

The Section shall not engage in activities which are not in furtherance of its stated purposes or in opposition to the grounds on which it is granted exemption from Federal Income Tax under the provision of Section 501(c)(3) of the Internal Revenue Code as amended.

Section 3. LIMIT OF EARNINGS AND INFLUENCE.

No part of the net earnings of this Section shall inure to the benefit of any private member or individual. No substantial part of the activities of the Section shall be for the purpose of carrying out propaganda or otherwise attempting to influence legislation nor shall the Section participate or intervene in any political campaign for or against any candidate for public office (as defined by IRS regulations for 501(c)(3) corporations).

ARTICLE II—MEMBERSHIP, DUES, MEMBERSHIP MEETINGS, VOTING

Section 1. MEMBERSHIP

- A. Membership in the Section shall generally include persons residing in the states of Minnesota, North Dakota, South Dakota, Iowa, and parts of Wisconsin. Anyone interested in Section activities and/or publications may become a member of the Section upon the payment of correct dues. Membership in the Section is independent from membership in USITT; however, all Section members are strongly encouraged to be members in good standing of USITT.
- B. The classifications of membership in the Northern Boundary Section of USITT shall be: Student, Individual, Organization, Sustaining, and Contributing.

Section 2. DUES

- A. The membership of the Section may assess dues as they deem necessary. Such dues are in addition to the national dues. The Section dues will be as determined by the membership at a regular meeting of the Section.
- B. Payment of dues, the amount to be set by members of the Section, shall be made on an annual basis.
- C. Failure of a member to pay dues within sixty (60) days after the date due shall result in suspension from rights of membership in the Section, and, if such dues are not paid within ninety (90) days after the due date, membership in the Section shall cease and terminate. Failure of a member to pay Section dues shall not affect the member's status with the national organization.
- D. The Board of Directors shall be authorized to make other assessments for activities as the membership deems necessary.

Section 3. MEMBERSHIP MEETINGS

- A. The annual meeting of the members of the Section shall be held at a place designated by the Board of Directors, within the calendar year, for the induction of newly-elected officers and transaction of such other business as may come before the members. Written notice of the place of the annual meeting shall be given by the Secretary to each member, either personally or by mail, not less than thirty (30) days before the meeting. If notice is transmitted electronically, such notice is given when directed to the member's electronic mail address as supplied by the member to the Secretary or as otherwise directed pursuant to the member's authorization.
- B. Special meetings of the members of the Section may be called at any time by the Chair of the Section or by a majority of the Board of Directors, or upon the filing of a written request for such a meeting by five percent (5%) of the membership with the Secretary. Upon the calling of any special meeting, the Secretary of the Section shall give notice of such special meeting to each member, stating the time, place and purpose thereof, not less than thirty (30) days before the meeting.
- C. At all meetings of the members, ten percent (10%) of all voting members, represented in person, shall be necessary to constitute a quorum.
- D. At all meetings of the members, each voting member present (student, individual or organization, regardless of the size of the organization) shall be entitled to one vote. All questions except the amendment of the Bylaws and other matters specifically regulated shall be determined by a majority of the votes cast. Any member who wishes to vote on an agenda item and who cannot be present at the meeting may submit his/her vote on the question in writing to the Secretary at least 5 days prior to the meeting.

ARTICLE III—BOARD OF DIRECTORS AND OFFICERS**Section 1. BOARD OF DIRECTORS**

The Section shall be governed by a Board of Directors elected by the membership. The Board shall be composed of officers and directors as determined by the membership of the section. Each member of the Board of Directors shall be a member in good standing of the Northern Boundary Regional Section. Directors are charged with the responsibility to

advise, govern, oversee policy and direction, and assist with the leadership and general promotion of the Section so as to support its mission and needs. Members of the Board shall be elected for three-year terms by a simple majority of those voting. The term of office commences at the USITT Annual Conference & Stage Expo. Any Board member may be removed at any time by an affirmative vote of two-thirds of the membership of the Section.

- A. The Board of Directors shall consist of the five officers (Chair, Senior Vice-Chair (Programming), Junior Vice-Chair (Publications), Secretary, Treasurer), and six (6) Members-at-Large elected by the total membership, representing Northeast, Northwest, Southeast, Southwest, Metro, and South. Officers and Members-at-Large on the Board are elected from the Section under procedures detailed in Section IV. Each member of the Board is entitled to one vote. The Board shall approve the agenda of any regular or special meetings of the Section.
- B. Meetings of the Board of Directors shall be held at such times and places as may be fixed by a majority of the Board of Directors.
- C. The Board of Directors shall be empowered to carry on all regular business, and, in all such matters, it shall be guided in good faith by policies previously established by the Section and by USITT.
- D. Two officers, one of whom must be the Section Chair or Senior Vice-Chair, and three of the elected Members-at-Large shall constitute a quorum of the Board.
- E. The elected Member-at-Large is responsible for representing the full membership at all Board meetings and to express their concerns.

Section 2. OFFICERS

Each officer of the Section shall be a member in good standing of both the Northern Boundary Regional Section and USITT. Vacancies among the officers shall be filled by appointment by a majority vote of the remaining officers or by general election. Additional Section Officers and board members may be elected as needed to serve the needs of the section. The establishment of Officers shall follow the policies and procedures of the Section.

Section 3. CHAIR

The Chair shall preside at meetings and shall take general charge of the activities of the Section. He/she shall be responsible for periodic reports to the Board of Directors of the USITT as stipulated in the USITT Bylaws. His/her duties include general administrative responsibilities, appointments to standing and ad hoc committees and dealings with other organizations.

Section 4. VICE-CHAIRS

The Vice-Chairs shall, in the absence or incapacity of the Chair, perform all of the functions of the Chair, and shall also perform such duties as may be assigned to them by the Bylaws or by the Chair. There shall be two Vice-Chairs, and the first listed shall be deemed senior. The Senior Vice-Chair is considered the Chair-Elect and will stand in for the Chair in case of absence or leave. He/she will also oversee the development of program activities for the Section (including but not limited to workshops, seminars, lectures, and the like). He/she will also work closely with all commissioners. The Junior Vice-Chair will oversee all publications connected with the Section. His/her responsibilities include working with all commissioners and the Editor of the Newsletter (if not one and the same).

Section 5. SECRETARY

The Secretary shall be responsible for the Section Roster of members, notifying the members of regular and special meetings. He/she shall act as Secretary at all meetings and shall keep minutes of meetings of the Section Board of Directors. He/She shall have charge of the minute books of the Section and shall also perform such other duties as may be assigned by the Bylaws and the Chair. The Secretary shall review with the Treasurer any contracts entered into by the Section. He/she is responsible for the Articles of Incorporation and the Section Bylaws.

Section 6. TREASURER

The Treasurer shall have care and custody of the funds of the Section and shall deposit such funds in the name of the Section in such bank and/or trust companies as are designated by the Board of Directors of the Section. He/she shall collect and receive all due charges and other monies payable to the Section and act as agent for the section to the parent USITT Corporation in the collection and receipt of all dues, charges and other monies payable to the USITT

Corporation. He/she shall keep proper books and records showing receipts and expenditures of the Section and of all collections and expenditures on behalf of the Corporation. All disbursements are approved jointly by the Chair and the Treasurer, and all checks are signed by the Chair or the Treasurer. The Treasurer will submit appropriate financial reports to USITT so that appropriate tax filings may be made on behalf of the Section.

ARTICLE IV—NOMINATIONS AND ELECTION PROCEDURES

- A. Candidates for office shall be nominated by the Nominating Committee. The Nominating Committee shall consist of two members of the Board of Directors, selected by the Board of Directors, and three members elected by the members from the membership at large. Candidates for Member-at-Large positions should be drawn from the following geographic areas of the Section: Northeast, Northwest, Southeast, Southwest, Metro, and South. The Nominating Committee will select its own Chair.
- B. The Committee will solicit and welcome names of potential candidates for section office. Should the Committee wish to place two names in nomination for a single office, thereby requiring an election to determine who will serve, the above procedure in item A. will be followed.
- C. Members of the Section will be sent the slate of officers as developed by the Nominating Committee in the Newsletter immediately preceding the Annual Conference & Stage Expo (or via email). Members will vote on the slate at the annual section meeting during the conference (or via email to the secretary). A majority vote shall decide all elections.

ARTICLE V. CONTRACTS, CHECKS, AND NEGOTIABLE INSTRUMENTS

All contracts and agreements, obligations, and other negotiable instruments and endorsements thereof shall be signed by the Treasurer, or in the absence of the Treasurer, by the Section Chair.

ARTICLE VI—FISCAL YEAR

The fiscal year of the Section shall be the same as the fiscal year of USITT.

ARTICLE VII. AMENDMENTS

- A. Any amendment to these Bylaws may be proposed by either the Board or at any regular or special meeting of the Section in the following manner: Any proposal for such amendment shall be subscribed to in writing by not fewer than five percent (5%) of the members of the Section and filed with the Secretary. Upon such filing, the Secretary shall notify the membership of the Section of the proposal in the next regular announcement together with notice stating the time and place of the meeting to consider such amendment on a date not less than ten (10) and not more than thirty (30) days following the date of such notification.
- B. An amendment shall be adopted by the affirmative vote of at least two-thirds of the membership present at the meeting called to consider the adoption thereof; or by an affirmative vote of two-thirds of written ballots sent to the membership of the Section. The Board of Directors shall determine which method shall be used. The results shall be tabulated within one month after the ballots are sent.
- C. The Secretary shall post a revised version of the Bylaws on the Section website as soon as practicable. A copy of the Bylaws and any amendments must be kept current on file with the USITT Corporation where it will be available for inspection by members.

ARTICLE VIII. COMMISSIONS

The Commissions for Northern Boundary Section of USITT shall be those deemed necessary or advantageous by the Section Chair and/or the Board of Directors.

Commissioners and any vacancies shall be appointed by the Section Chair with majority approval of the Board of Directors. The membership shall be notified of the appointments within thirty (30) days after the appointments are made. The commissions are established so that various specific areas in our industry can receive special focus and

attention. It is the responsibility of the Commissioners to actively pursue this goal. These responsibilities may include creating, leading, and/or organizing workshops, seminars, lectures, master classes, etc., in each respective area. The Commissioners will be responsible for submittal of pertinent information to the Section Newsletter. The Commissioners will work in conjunction with the Senior Vice-Chair for programming and the Junior Vice-Chair for publications.

ARTICLE IX. STANDING COMMITTEES

The standing Committees for the Northern Boundary Section of USITT shall be:

- A. Membership
- B. Nominations
- C. Publications/Technical Information

Standing Committee Chairs and any vacancies shall be appointed by the Section Chair with majority approval of the Board of Directors. The membership shall be notified of the appointments within thirty (30) days after the appointments are made.

ARTICLE X. DISSOLUTION

In the event of dissolution of this Corporation, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized and operated exclusively for such purposes and exempt from Federal Income Tax under the provision of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Adopted: January 1, 1983
Amended: January 15, 1984
Amended: February 1, 1985
Amended: January 15, 1988
Amended: September 6, 1991
Amended: October 1, 1996
Amended: February 12, 2002
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Amended: March 29, 2012
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