

**Southeast Texas Stages
Beaumont, Texas
Mission Statement**

To present live theatrical productions and develop the performing arts enriching the cultural life of our regional community

Vision Statement

Southeast Texas Stages will position itself as a leader in the local arts community. The organization will develop new audiences and engage existing membership by offering a range of performance and educational experiences. The organization will be a model of sustainable theatre through vigorous outreach efforts and vigilant stewardship of its performance space.

Amended & Restated Bylaws

ARTICLE I – NAME

The name of the organization shall be Southeast Texas Stages, Inc. Southeast Texas Stages, Inc. may hereinafter be simply referred to as “the organization” or “SETS” for any and all purposes.

ARTICLE II – STRUCTURE

Southeast Texas Stages, Inc. is a not-for-profit corporation, and any revenues that accrue in excess of necessary operating expenditures shall, as the Board of Directors sees fit, be reinvested within the organization for the maintenance and improvements of its facilities, expanded programming, and staff growth and development.

ARTICLE III – MEMBERSHIP

Members of the organization shall be those individuals who are 18 years of age or older who hold season tickets to the theatrical productions staged by the organization. The Board of Directors shall approve the price of such membership annually.

ARTICLE IV – EXECUTIVE COMMITTEE, DIRECTORS AND DUTIES

1. All Executive Committee members and Directors shall be members of the organization.
2. There shall be an Executive Committee consisting of: President, Vice President, Secretary, and Treasurer who must be elected board members.

3. The Board of Directors shall consist of a minimum of three (3) elected members including the Executive Committee. The Board of Directors may hereinafter be simply referred to as “the Board” for any and all purposes.
4. The President and Vice President shall be elected at the annual meeting of the membership. The term of office shall be for a period of one (1) year. The President and Vice President shall be eligible for election to maximum of two consecutive terms of office.
5. The Secretary and Treasurer shall be elected at the annual meeting of the membership. The term of office of the Secretary and Treasurer shall be for two (2) years. The Secretary and Treasurer shall be eligible for election to maximum of two consecutive terms in office.
6. All Directors shall be elected at the annual meeting of the membership. All elected Directors shall serve for a term of two (2) years. Directors shall be eligible for election to a maximum of three consecutive terms. At the completion of three consecutive terms, a Director must roll off of the board for one (1) term before being considered for election to the board again. Directors shall serve staggered terms.
7. Powers and duties of the Board of Directors and Executive Committee members:
 - 7.1. The Executive Committee members and the Board of Directors shall generally formulate the policies and strategic plan of the organization.
 - 7.2. President: The President shall be Chairman of the Board; preside at all meetings of the Board and all membership meetings; and shall, in consultation with the other Executive Committee members and the Executive Director, appoint all committee chairs, whether standing or *ad hoc*. The President, with advice from the board, shall oversee the activities of the Executive Director.
 - 7.3. Vice President: The Vice President shall preside at any meeting of the Board or membership in the President’s absence and shall assist the President as needed.
 - 7.4. Secretary: The Secretary shall keep a factual and unbiased record of the proceedings of all meetings of the Board or membership; shall have custody of these bylaws and all organizational records or documents not specifically assigned to another office; shall issue authorized notices to Directors and members; and shall generally carry on correspondence of the organization as may be required. In the event of the absence of the President or Vice President, the Secretary shall preside at any meeting of the Board or membership, delegating their secretarial duties on that occasion to another member of the Board.

- 7.5. Treasurer: The Treasurer shall serve as the chair of the Finance Committee and review the spending of all funds by regularly conferring with the Executive Director and Business Manager in preparing financial reports for each meeting of the Board.
 - 7.6. Immediate Past President: The Immediate Past President shall serve for one (1) year as a non-voting member of the board, primarily to assist the President by providing continuity.
 - 7.7. In the event of a vacancy on the Board or any Executive Committee member except the presidency, the Board may elect a replacement by simple majority vote. The candidate presented to fill the vacancy shall come from the Nominating Committee. Any person assuming a vacancy under these circumstances shall serve to complete the current term of the person they are replacing. The replacement may stand for election to the Board after the completion of the unexpired term.
 - 7.8. In the event that the Presidency becomes vacant, the Vice President shall immediately succeed. If that person is unable or unwilling to succeed, the Board may elect a replacement by simple majority vote. The candidate presented to fill the vacancy shall come from the Nominating Committee. Any person assuming the Presidency under these circumstances shall serve to complete the term of the person who they are replacing. The replacement may stand for election to the Presidency after the completion of the unexpired term.
8. Limitation of service on Board: No Executive Committee member or Director shall serve more than six (6) consecutive years on the Board.
 9. Compensation of Directors: Directors shall receive no salary or other monetary remuneration for their services provided to the organization.
 10. Conflict of interest: Disclosure should be made at any time during a Director's tenure when a specific matter involving their outside interests could affect their participation as a Board member. The Director will abstain from voting or participation in pertinent Board actions.
 11. Financial Obligation: Directors, along with being members of SETS, shall also be contributing members of the Supporting Cast.
 12. Financial Responsibility: The Board shall be responsible for the financial wellbeing of the organization and its adherence to state and federal laws and regulations that apply.
 13. Director Immunity: In accordance with the Texas Business Organizations Code Chapter 22, nothing in these Bylaws shall be construed to find a Director to be personally liable to the organization, a member, or other person for any action taken in the capacity as a Director, unless there is a showing the Director failed to act in good faith, without ordinary care, and in a matter the Director reasonable believed to be in the best interest of the organization.

ARTICLE V – FINANCIAL ADMINISTRATION

1. Fiscal Year: The fiscal year of the organization shall begin January 1 and end December 31 each year.
2. Depositories: The Executive Committee along with the Executive Director and Business Manager shall designate the depositories of all monies of the organization.

ARTICLE VI – NOMINATION AND ELECTIONS

1. The President shall appoint a Nominating Chair from at-large members of the board who shall then select a committee of at least five (5) members, one (1) of whom shall be an at-large member from the Board and at least three (3) from the membership at-large. The names of this committee shall be made public to the membership, at the annual meeting each year. The committee shall serve all year to vet and offer candidates to fill any elected positions that come open.
2. The Nominating Committee shall select and offer to the Board for approval and recommendation to the membership at the annual meeting a list of nominees for Executive Committee members and vacancies occurring on the Board. The Nominating Committee will consider each nominee, outline the duties and responsibilities of said office and secure the consent of the nominee to allow his or her name to appear on the slate of nominees presented at the annual meeting of the membership.
3. Members at-large of the organization may submit names of potential Executive Committee members or Directors for consideration to the Nominating Chair at least sixty (60) days prior to the annual meeting.
4. Each Executive Committee member and Director election shall be by simple majority of the members present, and the elected individuals shall take office at the beginning of the next fiscal year and serve until their respective successors take office.
5. Voting for all positions shall be by voice vote of the members present. No member shall be allowed more than one (1) vote.

ARTICLE VII – STANDING COMMITTEES

1. Designated by President: The President may, in consultation with the other Executive Committee members and the Executive Director, subject to approval by a majority of the Board, designate one or more standing committees of Directors and/or other persons. Such committees shall have and exercise such authority as may be granted by the Board.

2. Nominating: The Nominating committee shall serve all year to vet and offer candidates to fill any elected positions that come open. The Nominating Chair is responsible for Board Notebooks and new board member orientation.
3. Governance: The Governance committee shall regularly review and update the mission statement, strategic plan, bylaws, and policies and procedures for the organization. The committee shall present for Board approval any changes in these areas. An at-large Board member shall serve as the Chair of the committee.
4. Finance: The Finance committee shall provide oversight for all financial operations of the organization including budget and investments. This committee shall present a yearly budget at the annual meeting of the organization. The budget, when approved by the Board shall be the financial guide for the coming year's operation. The Treasurer shall serve as Chair of this committee.
5. Facilities: The Facilities committee shall oversee the maintenance, remodeling, repairs and architectural and structural modifications to the facility. In addition, the committee shall be responsible for maintaining and/or modifying the facility and equipment to ensure it meets the needs of the organization. An at-large Board member shall serve as the Chair of the committee.
6. Education: The Education committee shall work to plan, expand and supervise all educational programs. An at-large Board member shall serve as the Chair of the committee.
7. Development: The Development committee shall oversee the organization's overall fundraising and, in particular, the fundraising done by the Board. The committee is also responsible to establish a fundraising plan; to raise money; to take the lead in organization outreach fundraising efforts; to be responsible for involvement of all Directors in fundraising; and to monitor fundraising efforts to ensure that ethical practices are in place. An at-large Board member shall serve as the Chair of the committee.

ARTICLE VIII – EXECUTIVE DIRECTOR

1. Employment: An Executive Director of the organization shall be employed by the board and is responsible for the administration of board policies and all organization and theatre operations.
2. Duties: The Executive Director's responsibilities will include but are not limited to: providing guidance to the Board; fundraising and financial management of the organization; overseeing and supervising artistic operations; overseeing administrative staff and volunteers; and developing and maintaining relationships with the community. The Executive Director shall be an ex-officio member of all committees and shall report to the Board at every meeting.

3. Annual Report: The Executive Director shall prepare an annual report for presentation at the Annual Meeting of the organization, reviewing the year ended and making such forecast of the year approaching as may be reasonable.
4. Absence: in the absence or incapacity of the Executive Director, such other person as shall be designated by the Board shall perform his or her duties.

ARTICLE IX – MEETINGS

1. There shall be one scheduled annual business meeting of the membership on a date to be decided by the Board.
2. Additional special meetings of the entire membership may be called by a simple majority vote of the Board.
3. Whether in connection with a scheduled annual or special called meeting, the general membership shall be notified of such meeting at least ten (10) days in advance.
4. The Board shall meet a minimum of six (6) times during the year. In the event of an emergency, as determined by the President, the President may poll the board on any particular issue. The votes of each board member shall be recorded and presented at the next regularly scheduled Board meeting.
5. The Secretary shall notify the members of the Board of the time and place of regular meetings at least ten (10) days prior to the event. The members of the Board shall inform the Secretary of their expected presence or absence so that the probability of the formation of a quorum may be ascertained.
6. In the event of an emergency, as determined by the President, a meeting of the Board may be called upon shorter notice.
7. Only the Secretary or President can excuse attendance by a member of the Board at a regularly scheduled meeting or a special called meeting.
8. Three (3) absences in a fiscal year from either regular or special called meetings of the Board by any member of the Board may be grounds for termination from office.
9. Executive Session: The Board may conduct Executive Sessions (i.e., no staff in attendance) during Regular or Special Meetings.
10. A member of the Board may attend and participate in a meeting by telephone or by other electronic means by which the member can be heard and can hear others present at such meeting. A member so attending and participating shall be counted as present in person for purposes of determining the presence of a quorum and for voting.

ARTICLE X – QUORUM

Fifty (50) percent of the members of the Board plus one (1) shall constitute a quorum thereof for the transaction of business, and the acts of a majority of the members of the Board present at any meeting, whether regular or specially called, shall be the acts of the entire Board.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII – AMENDMENTS

1. These bylaws may be modified, altered, or amended only by a simple majority vote of the general membership present at an annual or called meeting of the membership.
2. Technical or grammatical changes (not substantive in content) to the bylaws can be made by the Governance Committee with the majority approval of the Board.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, and all officers and Directors of the organization shall be deemed to have expressly consented and agreed that, after paying or making provision for the payment of all of the liabilities of the organization, distribute all assets of the organization to any other organization(s) constituted pursuant to Section 501(c)(3) of the Internal Revenue Code of the United States (or the then existing analogous or superseding section of said Code), whose purpose or mission statement is substantially similar to that of this organization, required that said other organization shall be exempt from taxes for one or more purposes under Internal Revenue Code Section 501(c)(3) and for one or more purposes exempt under the Texas franchise tax. Alternatively, its assets will be distributed to the federal government, or a state or local government, for a public purpose. Any assets not disposed of in accordance with the foregoing purposes shall be disposed of by a court of competent jurisdiction in the county in which the organization’s principal office is located, exclusively for such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV – EFFECTIVE DATE

These Amended & Restated Bylaws shall become effective upon their ratification by a simple majority vote of the general membership present at the 2024 annual meeting, and will supersede any and all previous versions or amendments thereto.