

Constitution and Bylaws for the Clearfield Arts Studio Theatre, Inc.

Article I

The name of the corporation is Clearfield Arts Studio Theatre, Inc.

Article II

That the location and post office address of its initial registered office in this Commonwealth is 112 East Locust Street, PO Box 613, Clearfield, PA 16830.

Article III

That the purpose or purposes of the corporation are:

1. To foster the promotion of community interest in theatre, art, music, dance, photography, and theatrical production for educational, civic, and benevolent purposes.
2. To maintain a facility and to acquire, hold, mortgage, lease real estate and such personal property as may be necessary to effectuate such purposes.
3. To borrow or invest money by loans, mortgages or otherwise, and to do all the things necessary to accomplish these purposes.

Article IV

This is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise.

Article V

The term of its existence is perpetual.

Article VI

That this corporation is organized on a non-stock basis.

Article VII

This corporation is to have a membership which may be assessed dues as the corporation, by its bylaws, may determine which dues and income from other sources, if any, will be applied in carrying on the purposes for which the corporation is formed.

Article VIII

The names and address of the incorporators are:

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|------------------------|---|
| Henry Gosch | 211 Charles Road, Clearfield, PA 16830 |
| Gayle Gearhart-Herring | 404 Cemetery Road, Clearfield, PA 16830 |
| G. Dudley Shimmel | Flegal Road, Clearfield, PA 16830 |
| Fred C. Gearhart | 410 Elm Avenue, Clearfield, PA 16830 |

Article IX

That the following are the names and addresses and titles of the persons who served as original directors:

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|----------------------------------|---------------------------------------|
| President Henry S. Gosch | 211 Charles RD, Clearfield, PA 16830 |
| Secretary Gayle Gearhart-Herring | 404 Cemetery RD, Clearfield, PA 16830 |
| Vice President G. Dudley Shimmel | Flegal Road, Clearfield, PA |

Article X

Filed in this office of the Department of State of the Commonwealth:

Clearfield Arts Studio Theatre, Inc.
Bylaws
(A nonprofit, non-stocked, Pennsylvania Corporation)

1. PURPOSE: Charter Provisions

PURPOSES: The general purpose of the corporation is educational, civic, and benevolent.

1.1 To foster the promotion of community interest in theatre, art, music, dance, photography, and theatrical production for educational, civic, and benevolent purposes.

1.2 To maintain a facility and to acquire, hold, mortgage, lease real estate and such personal property as may be necessary to effectuate such purposes.

1.3 To borrow or invest money by loans, mortgages or otherwise, and to do all of the things necessary to accomplish these purposes.

2. MEMBERSHIP

2.1 Membership entitles the member to voting rights at the annual general meeting and to be eligible for election to the Board of Directors.

2.2 Anyone who subscribes to the purposes of the Clearfield Arts Studio Theatre, Inc., as set forth in bylaw No. 1 above, upon written application to the Board of Directors and

upon payments of the stipulated dues, shall be entitled to membership, renewable annually.

3. DUES

3.1 All members shall pay annual dues to the Clearfield Arts Studio Theatre, Inc., the amounts hereinafter set forth. The fiscal year shall run from July 1st to June 30th. Payment of dues shall be condition of membership and failure to make such payment will result in the withholding of membership rights including voting privileges until dues are brought up to date.

3.2 All members shall pay a sum annually as set forth by the Board of Directors.

4. VOTING

VOTING PRIVILEGES: All members shall have one vote on all matters which require or are submitted for a vote to the membership.

4.1 All organizational members shall notify the CAST office in writing of the person who shall be authorized by each organization to cast its vote and to whom the publications and notices be sent.

5. MEETINGS OF MEMBERS

5.1 The annual meeting of the Clearfield Arts Studio Theatre, Inc. shall be held by October of each year commencing in 1988, on such day and time as may be selected by the officers and the Board of Directors, and members shall be notified in writing not less than fifteen (15) days prior to the date of such meeting.

5.2 Members of the Board of Directors shall be elected at the annual business meeting to fill all vacancies which exist at that time.

5.3 SPECIAL MEETINGS: Special meetings of the members may be called by the President.

6. OFFICERS

6.1 NUMBER: The officers shall include a President, Vice President, Treasurer and Secretary. Officers shall be elected by the Board of Directors. These positions constitute the Executive Committee.

6.2 TERM OF OFFICE: All officers shall be elected annually and may serve not more than three (3) consecutive three (3) year terms.

6.3 DUTIES: The president shall preside over the meetings of the Board of Directors and of the Executive Committee. The President shall be considered a full member of each committee but is discouraged from chairing them. The Vice President will preside at meetings in the absence of the President and act for him in case of absence or disability. The Executive Committee shall be authorized to sign checks. All checks must be signed by two different officers. The Secretary shall keep minutes of all regular meetings and the Executive Committee shall have available at all meetings a copy of the organization's bylaws and keep a copy of the minutes in the CAST office.

7. BOARD OF DIRECTORS

7.1 NUMBERS: The Board of Directors shall consist of fifteen (15) persons to be called Directors.

7.2 TERM OF OFFICE: Each Director shall serve a term of three (3) years.

7.3 CONSECUTIVE TERMS: No Director shall be elected to serve more than three (3) consecutive terms.

7.4 MEETINGS: The Board of Directors shall hold monthly meetings. Special meetings may be called by the President or by petition of a majority of the Board, with appropriate notification.

7.5 QUORUM: A majority of the Board of Directors shall constitute a quorum.

7.6 CONDITIONS: Any Board Member missing two (2) consecutive board meetings without just cause will be notified of the absences in writing. Any Board Member missing the third (3rd) consecutive board meeting without just cause will be asked to resign. His/her term will be declared vacant and filled according to bylaw No. 10. Just cause for absence will be considered if notification is presented to the President of the Board or CAST office prior to the meeting.

7.7 RELATIVES: Relatives shall not serve upon the Board of Directors during the same period of time. Relatives shall be defined as parent/child, husband/wife, and brother/sister.

7.8 CLOSED MEETINGS: Meetings of the Board of Directors shall be closed meetings except for the annual meeting. Any individual desiring to address the Board shall contact the Secretary to be placed upon the agenda for the meeting.

8. ELECTION OF DIRECTORS

8.1 NOMINATING COMMITTEE: The Nominating Committee shall prepare a slate of nominees of the Board of Directors positions vacant as of the next annual business meeting. These nominees must be presented at the July meeting of the board for

approval and shall be announced to the membership at least thirty (30) days prior to the annual meeting.

8.2 NOMINATIONS BY THE MEMBERSHIP: Nominations for Directors may be made from the floor at the annual meeting, providing the consent of the nominee has been previously obtained.

8.3 Immediately following the annual business meeting, the election of Directors, the Directors will elect the officers with a majority of votes cast necessary for election.

9. COMMITTEES

9.1 EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Officers of the Board of Directors. (President, Vice President, Secretary, and Treasurer)

a. MEETINGS: The Executive Committee shall meet at such times as deemed necessary by the President who shall set the time and place after consultation with other members of the Committee. The actions of the Executive Committee shall be subject to the approval of the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum.

9.2 FINANCE COMMITTEE: Appointed by the President shall work with the Secretary and Treasurer in preparing budgets, and shall keep a watchful eye on all matters dealing with finances.

9.3 MEMBERSHIP: Responsible for the annual membership drive and endeavor to continue growth in CAST. Anyone may serve on any committee with a Board Member as Chair.

9.4 BUILDING AND PROPERTY: Responsible for the physical operation of the building.

9.5 COMMUNICATION: Responsible for the newsletter to the membership and dispersing news to the public of the activities of CAST.

9.6 CAPITAL CAMPAIGN: Shall consist of all Board Members with one Board Member as Chair. The Capital Campaign Committee may include any concerned citizens.

9.7 GRANT COMMITTEE: May be created by an act of the Board and peopled as deemed necessary.

9.8 AD-HOC COMMITTEES: May be created as needed by the Board.

11. VACANCIES

When a vacancy occurs among the officers or directors, the Executive Committee shall appoint, subject to approval by the Board of Directors, a temporary replacement. This appointee shall serve in his position with full powers from the time of appointment until the Board of Directors can function to present and the membership to elect a permanent replacement to serve a full three-year term.

12. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be the parliamentary guidelines for the Clearfield Arts Studio Theatre, Inc.

13. AMENDMENT

13.1 The Constitution and Bylaws of the Clearfield Arts Studio Theatre, Inc. may be amended by a two thirds (2/3) vote of the members present and voting at any duly organized annual business meeting.

13.2 Such amendments must be submitted in writing to the officers and the Board of Directors at least sixty (60) days prior to the Annual Business Meeting at which the amendment shall be considered for adoption.

13.3 Upon recommendation of the Officers and the Board of Directors by two thirds (2/3) vote of those present and voting, the amendment shall be placed before the annual business meeting.

13.4 Written copies of all amendments which qualify for submission to vote at the Annual Business Meeting must be distributed to the Regular Membership at least thirty (30) days prior to the annual meeting.

Bylaw Adopted: August 14, 1982 at Clearfield, Pennsylvania

By: Those members in attendance at the Board of Directors Organizational Meeting.

Bylaws Amended. JANUARY 17, 1986

Bylaws Amended. JANUARY 27, 1988

Bylaws Amended. OCTOBER 26, 1982

Bylaws Amended. OCTOBER 14, 1992

Bylaws Amended. SEPTEMBER 8, 1999

Bylaws Amended. OCTOBER 2017

