

**AMENDED AND RESTATED BYLAWS OF  
OLATHE COMMUNITY THEATRE ASSOCIATION  
A Not-For-Profit Corporation**

**ARTICLE I**

**NAME**

The name of this organization shall be the Olathe Community Theatre Association, doing business as the Olathe Civic Theatre Association (abbreviated as "OCTA"). The organization shall be a non-profit, tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**

**PURPOSE**

The purpose of the Olathe Community Theatre Association is to provide high-quality, live entertainment in a variety of genres and styles at the theatre building at 500 East Loula, Olathe, Kansas, and at other locations as approved by the Board of Directors.

**ARTICLE III**

**MEMBERS**

The Olathe Community Theatre Association is a non-membership organization and shall not have any members.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 1. Duties and Powers.** The Board of Directors shall have control and management of the affairs and business of the corporation. Unless otherwise provided by law or the Articles of Incorporation, the actions of a majority present at a meeting shall be the actions of the Board provided a quorum is present. The Directors may adopt rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, as long as they are consistent with law and these Bylaws.

**Section 2. Number and Qualifications.** The Board of Directors shall consist of up to nineteen (19) members, all of whom shall be over the age of eighteen (18) years. Four (4) of the Board members shall be Officers and up to fifteen (15) shall be designated At-Large Members.

**Section 3. Election.** The Directors shall be elected by plurality vote at the Annual Meeting of the organization.

**Section 4. Term of Office.** The term of office of each Director shall be three (3) years (unless filling out the unexpired term of a previous Director). No Officer may serve more than two consecutive terms in one position. However, all Officers and At-Large Members shall hold office until their successors have been duly elected.

**Section 5. Meetings.** The Board of Directors shall have regular monthly meetings. Special meetings of the Board of Directors may be called by the President at any time. Upon the written request of any three (3) Directors, the President must call a special meeting to be held not more than fifteen (15) days after the request is received.

**Section 6. Annual Meeting.** The Annual Meeting of the Board of Directors shall be held during its June meeting. Election of Officers, Nominating Committee Chair, and At-Large Members to the Board of Directors shall occur at the Annual Meeting. Those elected to the Board of Directors shall take their place on the Board on July 1 at the beginning of the new fiscal year.

**Section 7. Notice of Meetings.** No notice is required for any regular meeting of the Board. Notice of special meetings shall be delivered to each Director at their last known email address, specifying the time and place of the meeting and the business to be transacted. At any meeting at which all of the Directors are present, although held without notice, any business which may be transacted, if the meeting had been duly called.

**Section 8. Quorum.** At any meeting of the Board of Directors, the presence of a majority of the Board (51%) shall constitute a quorum for the transaction of business.

**Section 9. Voting.** At all meetings of the Board of Directors, each Director shall have one (1) vote.

**Section 10. Compensation.** No Director shall receive any compensation from the corporation for serving as Director, but this shall not prohibit any Director from receiving compensation from the corporation for other services.

**Section 11. Vacancies.** Any vacancy occurring in the Board of Directors, whether Officer or At-Large Member, shall be filled promptly by a majority vote of the remaining Directors at a regular meeting of the Directors or at a special meeting which shall be called for that purpose. The Director thus chosen shall hold office for the unexpired term of his or her predecessor and until the election of his or her successor.

**Section 12. Removal of Directors.** Any Director, whether Officer or At-Large Member, may be removed, either with or without cause, at any time by a vote of a majority of the Board of Directors.

**Section 13. Resignation.** Any Director, whether Officer or At-Large Member, may resign his or her office at any time. The resignation shall be made in writing, does not need acceptance by the Board and, unless otherwise indicated in the written resignation, will take effect immediately.

## ARTICLE V

### OFFICERS AND AT-LARGE MEMBERS

**Section 1. Officers and Duties.** The corporation shall have the following) officers, whose titles and duties are set out below. Every Officer must also be a member of the Board of Directors, but if there is an unfilled vacancy on the Board of Directors, any two (2) offices may be held by the same person.

A. The President shall preside at all meetings of the Board of Directors, shall have general supervision over the affairs of the organization, and shall perform all other duties ordinarily belonging to the office or as specified by the Board of Directors.

B. The Vice President shall perform the duties of the President in the absence of the President, shall oversee the season ticket drive, and shall perform all other duties ordinarily belonging to the office or as specified by the Board of Directors.

C. The Treasurer (and co-treasurer, if any) shall have the custody of all monies of the organization, shall keep records of the collection and disbursement of all funds, shall prepare regular financial reports, and shall perform all other duties ordinarily belonging to the office or as specified by the Board of Directors.

D. The Secretary shall issue notices of meetings where required, shall keep minutes of those meetings, and shall perform all other duties ordinarily belonging to the office or as specified by the Board of Directors.

**Section 2. At-Large Members.** The At-Large Members shall chair or serve on an ad hoc or standing committee or perform special duties as assigned by the President or the Board of Directors.

## ARTICLE VI

### COMMITTEES

**Section 1. Establishment.** Standing and ad hoc committees may be established by the Board of Directors to assist in the conduct of the affairs of the organization.

**Section 2. Appointment of Chairs.** The President shall appoint the Chairs of all standing and ad hoc committees, except for the Chair of the Nominating Committee. The Committee Chairs may be At-Large Members of the Board of Directors. The Chair of each committee, working with the Board of Directors, shall select all other committee members. The President shall be an ex-officio member of all committees except the Nominating Committee.

**Section 3. Nominating Committee.** The Chair of the Nominating Committee shall be a Member of the Board of Directors. The Nominating Committee will present a slate consisting of Officers, the Nominating Chair, and At-Large Members for election at the Annual Meeting.

**ARTICLE VII**

**OFFICES**

The principal office of the corporation shall be located at 500 East Loula, Olathe, Kansas, 66061. The Board of Directors may change the location of the principal office of the corporation and may, from time to time, designate other offices within or without the State of Kansas as the matters of the corporation may require.

**ARTICLE VIII**

**AMENDMENTS**

These Bylaws may be altered, amended, repealed or new Bylaws adopted by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board. Written notice and a copy of the proposed amendments or changes to the Bylaws shall be presented to all Board members at least twenty-eight (28) days prior to the meeting.

**ARTICLE IX**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

OCTA shall indemnify any and every present or past officer or director against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such officer or director is made a party by reason of being or having been such officer or director, provided that a preliminary determination is made by the current Board of Directors that:

- A. Such officer or director was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his or her duty; and
- B. That he or she acted in good faith in what he or she reasonably believed to be the best interest of OCTA; and
- C. That his or her conduct was not unlawful.

Such indemnification shall not be deemed exclusive of any other rights to which such officer or director may be entitled under the laws of the State of Kansas, these By-Laws, or by vote of the Board of Directors of OCTA or otherwise. Such indemnification shall insure to the benefit of such person's heirs, executors and administrators.

**ARTICLE X**

**USE OF ROBERT'S RULES OF ORDER**

The most current edition of Robert's Rules of Order shall be used for the conduct of all meetings, except as otherwise provided in these Bylaws or in the Articles of Incorporation.

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year of this corporation shall begin on July 1 of each year, and end on June 30 of the following calendar year.

**ARTICLE XII**

**EFFECTIVE DATE**

These Amended and Restated Bylaws shall be effective as of October 31, 2020.