

BY-LAWS of KETCHIKAN THEATRE BALLET

ARTICLE I –Name & Location

The name of this organization is KETCHIKAN THEATRE BALLET (KTB) and the principal office of KTB shall be located within the Ketchikan Gateway Borough.

ARTICLE II - Objectives & Purpose

Ketchikan Theatre Ballet is a non-profit corporation created for the purpose of providing educational opportunities in ballet and other forms of dance, as well as providing cultural experiences and student performance opportunities which involve participants and audiences of all ages.

ARTICLE III - Members

The membership of the corporation shall be comprised of the parents and sponsors of the students in the Ketchikan Theatre Ballet School of dance, adult students of the school, members of the Board of Directors, KTB Staff, and Benefactors of Ketchikan Theatre Ballet.

ARTICLE IV - Board of Directors

The Board of Directors shall be the governing body of the corporation, and shall have authority to conduct the affairs of the corporation in accordance with these bylaws. The Board of Directors shall define the school's mission and vision, determine policy and act as the governing body, set up and appoint committees, as they deem necessary, and be responsible for approving and monitoring the organization's financials. Detailed responsibilities for the board shall be listed in the Board of Directors' Handbook.

Section I - Qualifications. To serve on the board an individual shall reside in the Ketchikan Gateway borough, and be a member of KTB or support the mission of the organization.

Section II - Composition and Term of Office. The Board of Directors shall consist of not less than four (4) members and not more than ten (10) members, all of whom shall be residents of the Ketchikan Gateway Borough. Members of the Board of Directors shall be elected by the general membership each May by ballot, and serve a three-year term or approved as needed (see section V). The election results shall be ratified by the existing Board of Directors at the June meeting. Board member terms shall begin on July 1. Board members shall serve without compensation.

Section III - Regular and Special Meetings. The Board of Directors shall conduct at least one regular meeting monthly, except December, and as many special meetings as it deems necessary during each calendar year. The President or any two board members may call a special meeting with at least 3 days notice to all. All meetings of the Board of Directors shall be open to the public, except where they concern sensitive personal or disciplinary issues.

Section IV - Annual Meeting. The Board of Directors will conduct an annual meeting of the membership on or before August 15th of each year at a time and place within the Ketchikan Gateway Borough designated by the Board of Directors. The purpose of the annual meeting will be to introduce the newly elected officers, present the budget as approved by the Board in the June meeting, and to preview the annual report.

Section V - Absences and Vacancies. If any member of the Board of Directors is absent from three (3) regular consecutive meetings of the board, without having notified the board by calling the Board President or Vice President, the Board of Directors shall declare that position vacant. When a vacancy occurs, or a board member has submitted a written or verbal resignation, moved outside of the Ketchikan Gateway Borough, or dies, the President shall appoint a new board member, subject to the approval of the Board of Directors, to fulfill any unexpired term.

Section VI - Quorum. A quorum shall consist of 50% of all active Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director. A vote of the majority of all of the directors present shall be required for the adoption of a motion. A tie vote shall fail.

Section VII - Conflict of Interest. If any member of the Board of Directors has a conflict of interest on an agenda item, they must excuse themselves from the relevant discussion and votes. Board members have a duty to disclose the existence of any personal or financial interest in actions of KTB or the Board of Directors.

Section VIII - Student Members. In order to provide student input, the KTB Senior Company may elect up to two representatives to serve as Student Board Members. These members will serve one-year terms, and may not serve more than two consecutive terms. These members shall be elected by the Senior Company in September of each year and must be members of the Senior Company. The student members shall be non-voting members of the Board of Directors.

ARTICLE V - Rules of Order

The Board of Directors has final authority over all governing documents for the organization, and must approve all changes to matters of written and unwritten policies including but not limited to:

- **The Board of Directors Handbook** is the guiding document in implementing the Bylaws of KTB. Officers are expected to be familiar with the handbook.
- **The Employee Handbook** which guides all KTB employees in the expectations and policies of the organization. Employees are expected to be familiar with the handbook.

ARTICLE VI – Officers

The Board of Directors shall elect officers and authorize committees to oversee specific needs of the corporation and the Board of Directors. The officers of the Board shall be chosen from members of the board. The officers shall serve for one year and without compensation.

Section I - Designation of Officers. The officers of the Corporation Board of Directors shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws and as further detailed in the Board of Directors Handbook. Officers will be selected at the Annual Meeting.

Section II - Duties of Offices.

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The

President will perform all duties incumbent to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

The Secretary will keep minutes of all meetings of Members and of the Board of Directors and be the custodian of the corporate records.

The Treasurer will review the financial records of the organization and provide recommendations to the board.

Section III - Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting, the details of this portion of such a meeting are not available to the public.

ARTICLE VII –Committees

Members of the board will serve on one committee, and are encouraged to serve on more than one. Committees can solicit participation from any member of KTB but must be chaired by a member of the Board of Directors. Committees and chairs will be selected during the July Board meeting. Committees will serve to provide focused attention to key needs of the organization. Committees shall include but are not limited to, fundraising, marketing, policies & procedures, and scholarships. The executive board will consist of the President, Vice President, Secretary, and Treasurer and will be responsible for addressing sensitive issues as well as reviewing the budget.

ARTICLE VIII - Amendments

Section 1. Vote. These By-Laws or their accompanying Board handbook may be amended or repealed by a majority vote of the members of the Board of Directors, provided that a quorum of board members is present at such meeting. All repeals or changes must appear in writing and a copy of the new approved document shall be on file in the business office within 3 days.

Section 2. Notices. No amendment or repeal shall be effective unless each member of the Board of Directors has been notified in writing of the nature of the proposed amendment or repeal at least ten (10) days prior to said meeting.

ARTICLE IX - Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, religion, color, ethnicity or national origin.