

Macomb Ballet Company
By-Laws
(Revised November, 2014)

ARTICLE I – NAME

Section 1

A. The name of this organization shall be MACOMB BALLET COMPANY, a non-profit, tax-exempt corporation organized and existing by virtue of the laws of the State of Michigan and incorporated on October 30, 1991. Here-in-after MACOMB BALLET COMPANY shall be referred to as the “MBC”.

ARTICLE II – OBJECTIVES

Section 1

A. For the personal and cultural improvement of participants and the community without recognition of achievement, such as the conferring of credit, certificates, degrees or other recognition of achievement and in no event to conduct a school, academy, seminary, or college or other institution of learning.

B. Exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

A. General Membership

The membership shall consist of all individuals, families, corporations, and other associations, who shall, in any year, promote the objectives and ideals of this corporation through monetary and/or service support. Dancer’s family representative has voting right, one per dancer family.

B. Dancer Membership

Members are chosen by open audition. The dancers must be at least eight years of age by January 1st of the upcoming year or be invited at the discretion of the Artistic Director. The dancers must abide by the MBC Code of Conduct. Failure to follow the Code of Conduct can result in membership dismissal. The following classifications for dance members are:

Senior, Apprentice, Junior Apprentice, Junior, Intermediate and Youth.

Section 2 – Division of membership shall be as follows:

- A. Pearl \$10-\$500
- Sapphire \$501-\$1,000
- Ruby \$1,001 - \$5,000
- Emerald \$5,001-\$10,000

Diamond \$10,001 and above

Section 3 – Membership Classifications

A. Members shall be classified as Pearl, Sapphire, Ruby, Emerald, and Diamond. Annual contributions shall be the following or as otherwise decreed by the Executive Board; Pearl \$10 - \$500, Sapphire \$501 - \$1,000, Ruby \$1,001 - \$5,000, Emerald \$5,001-\$10,000, and Diamond \$10,001 and above.

Section 4 – Membership Voting Guidelines

A. For all matters requiring a vote, one vote per Macomb Ballet Company dancer family will be allowed. Dancer representative must be 18 or over.

ARTICLE IV – EXECUTIVE BOARD

Section 1 – Origin

- A. The original incorporators of this Company shall constitute the first Executive Board.
- B. The Executive Board and its officers shall be elected, as needed, by the General Membership from its members at large.
- C. The election of the Company officers will be conducted during the last spring meeting of an election year.

Section 2 – Composition

A. The Executive Board shall have the following composition:

Officers	Trustees
President	Artistic Director
Vice-President	Assistant to the Director
Secretary	
Treasurer	

Section 3 – Function

A. The Executive Board is charged with the planning and budgeting of all funds of the MBC; and shall guide and direct the activities and policies of the MACOMB BALLET COMPANY.

Section 4 – Eligibility

- A. The Executive Board and elected officers will serve for a two-year period with possibility of re-election.
- B. An Executive Board member may be expelled by a two thirds (2/3) vote of the entire membership for conduct prejudicial to the best interests of the MBC. Expulsion shall not become effective until said Executive Board member has been provided with a statement of the charges in writing together with an opportunity to present a defense at the hearing, before a committee appointed by the Executive Board, which shall then render a report to the Executive Board prior to the final action.
- C. Persons requesting to serve as an officer on the Executive Board must submit in writing their desire to run for an Executive Board position, and be approved by the current membership with a two thirds majority vote.

D. Executive Board members shall be at least eighteen (18) years of age, and have served a minimum of one year as a committee chairperson, unless otherwise approved by the Executive Board.

E. One executive board member per dancer family.

Section 5 – Term of Office

A. The terms for officers shall be two years. Elections for President and Secretary shall be on even years and Vice President and Treasurer shall be on odd years.

B. Board officers eligible can be re-elected. There are no limits on the number of terms any can hold any given office.

C. The President with the advice and consent of the Executive Board shall fill vacant offices by appointment. The term of any interim appointment shall run until the next regular election.

D. Additional trustees may be appointed at any time during the year by a majority vote of the existing general membership.

Section 6 – Voting Privileges

A. Each Executive Board member of the Board with the exception of the President and the Administrative Assistant to the Artistic Director (except as a proxy) shall have a vote at all meetings of the Executive Board. In the event of a tie vote, the President may cast the deciding ballot.

Section 7 – Executive Privileges

A. The Executive Board members are not required to make an annual membership contribution.

ARTICLE V – DUTIES OF ELECTED OFFICERS

Section 1 - President

A. The President is the chief executive officer and shall preside at all meetings of the board.

B. Enforces the By-Laws of the MACOMB BALLET COMPANY.

C. Appoints any committees deemed necessary to carry out the objectives of the MBC.

D. Is an ex-officio member of all committees.

E. With the Secretary and Artistic Director, shall sign all contracts and written obligations of the MACOMB BALLET COMPANY.

F. In the absence of the Treasurer, co-signs all checks, with one other officer or trustee, in payment of any bills or other financial obligations.

G. Requires from all officers and committee chairmen a written report of their activities upon completion of said activities. Such reports shall become a part of the permanent MBC records at that time.

Section 2 – Vice-President

- A. Shall preside at all meetings in the absence of the President.
- B. Shall fulfill all the President's duties whenever necessary.
- B. Shall review checking and bank statements.

Section 3 – Secretary

- A. Shall record the minutes of each meeting of the Board, and shall submit copies of said minutes at the next regular meeting.
- B. Shall keep a permanent journal of minutes, written contracts, and other obligations of the MBC. This journal is to be filed with the permanent MBC records at the completion of each fiscal year.
- C. Shall perform such other duties as prescribed by the Board.
- D. Shall handle all MBC correspondence and keep copies of all such material on file with the permanent MBC records.
- E. Shall send notices of meeting dates to all members.

Section 4 – Treasurer

- A. Shall receive and hold all monies and securities belonging to the MACOMB BALLET COMPANY, and shall pay them out in a manner prescribed by the Board.
- B. Shall monthly submit an up-to-date financial statement of receipts and disbursements.
- C. The Treasurer will submit a complete accounting of all receipts and disbursements at the end of each fiscal year, to be filed with the permanent MBC records.
- D. Shall be responsible for filing any financial statement required by local, state or Federal agencies, filing copies with the permanent MBC records.
- E. Shall maintain a checking account with a commercial bank, and submit to such bank a resolution of the Board authorizing the Treasurer to sign checks upon said account, or the Artistic Director
- F. Shall be responsible for annual filing of corporation papers and IRS tax forms.

Section 5 – Trustee

- A. Shall aid in the administration of MBC affairs.
- B. Shall perform such duties as required by the Executive Board.

ARTICLE VI – ARTISTIC DIRECTOR

Section 1

A. The Artistic Director shall be selected by the Executive Board and shall be held responsible to the general membership only in financial not artistic matters.

Section 2 – Duties

A. The Artistic Director shall schedule all classes and/or rehearsals and be responsible for teaching, directing or selecting an alternate to do so.

B. Shall be responsible for auditing anyone desiring to become a dancer and shall select those judges needed to help with auditions.

C. Shall be responsible for all creative aspects of MBC productions, and secure whatever technical staff is necessary to accomplish such productions.

D. Shall be a member of the Executive Board.

E. Shall represent the MACOMB BALLET COMPANY at any art or dance related meetings or functions, or shall designate someone to fulfill this responsibility, and shall be reimbursed for any expenses incurred in carrying out this function with board approval.

F. Shall, at her option, appoint an Administrative Assistant who will also serve on the Board with no voting privileges except to vote as a proxy for the Artistic Director in her absence.

G. Shall establish performance criteria and attitudinal guidelines for dancers to inspire excellence in physical and mental achievement.

H. Shall submit an estimated budget covering artistic activities of the MBC at the beginning of each fiscal year.

Section 3 – Assistants to the Artistic Director

A. Shall be appointed by the Artistic Director, and shall serve on the Executive Board with no voting privileges except as a proxy for the Artistic Director in her absence.

B. Shall assist the Artistic Director in whatever capacity is required.

ARTICLE VII – ELECTION OF THE BOARD

Section 1

A. The President of the Board shall appoint a nominating committee. The committee shall solicit and submit a slate of candidates for positions of officers and trustees to the membership of the election year. Nominations will be accepted from the floor.

Section 2

A. Candidates for the Executive office or President and Vice-President will have at least one year of prior committee chairmanship to be eligible for nomination.

Section 3

A. Election will be held during the meeting of the election year. The nominees must be informed, of said election two (2) weeks prior to the meeting.

ARTICLE VIII – BOARD MEETINGS

Section 1

A. Meetings will be called at the discretion of the President or Artistic Director, or upon written request by at least three board members.

Section 2

A. The Board will meet once every one or two months on a day to be determined by the President with at least ten days advance notice being given for each meeting.

Section 3

A. All meetings will be conducted under Robert’s Rule of Order.

Section 4

A. A quorum for all meetings shall be the presence, in person, of not less than three (3) members.

Section 5

A. A simple majority vote of members present and entitled to vote is necessary to carry a proposal.

Section 6

A. The Board shall only accept reports or proposals presented in-person or in writing by the originator of the item.

Section 7 – Special Meetings

A. Special meetings of the Board for a specific purpose may be called at any time by the President, Artistic Director, or by the request of at least three board members.

B. Notice of any such Special Meeting must be made either verbally or in writing to each member at least one week prior to the meeting.

C. The specific purpose must be stated in the notice and no other business shall be transacted there at.

ARTICLE IX – MANAGEMENT OF MONIES

Section 1

A. The fiscal year shall be September 1 through August 31.

B. The monies received from gifts, grants, performances, etc. to support the activities of the MACOMB BALLET COMPANY shall be incorporated in the MBC records for dispersal by the Board.

C. No officer, committee or member may incur any expense or obligation chargeable to the MBC, except as authorized by the Executive Board. The Executive Board has discretionary expenditures to \$150.

D. During each season, the Board may provide an agreed upon amount of monies to underwrite the fund-raising activities of the MBC.

E. All expenditures of monies on behalf of the MACOMB BALLET COMPANY shall be dispensed through MBC records.

ARTICLE X – MISCELLANEOUS

Section 1 – Service Contracts

A. All individuals or groups receiving remuneration for services rendered to MBC shall be covered by a service contract.

B. Each contract shall cover the amount and type of service and the amount and type of remuneration for the service.

C. Each contract shall be signed and dated by a representative providing the service and upon Executive Board approval, be signed in accordance with **Article V, Section 1F**.

D. Services may include the following activities:

Artistic Director Guest Artist
Assistant to Director Guest Choreographer
Ballet Master Consultants
Rehearsal Master Performance Dancers
Public Relations Costume Design & Production
Stage Manager Orchestra
Tech Crew Company Manager
Set Design & Production

Section 2 – Performance Contracts

A. All performances by MBC which are sponsored by another organization (church, school, civic groups, shopping centers, etc.) shall be covered by a performance contract.

B. Each contract shall cover the amount and type of performance and remuneration as well as location date, ticket prices, and expected audience.

C. Each contract shall be signed and dated by the sponsor; and, upon Executive Board approval, be signed and dated in accordance with **Article V, Section 3F**.

D. A schedule of the amount and type of performance shall be prepared at the start of each fiscal year and be approved by the Executive Board.

Section 3 – Resource Personnel

A. The Executive Board shall solicit persons with contributory expertise to serve as ex-officio members of the general membership and act as a Resource Panel to advise and counsel the general membership in the areas of their expertise.

B. The Resource Panel may logically consist of persons with the following disciplines:

Legal Media
Medical Civic Leaders
Accounting Artists
Banking Grant Consultants
Business Administration Past MBC Board President
Public Relations Honorary MBC Members
Real Estate

ARTICLE XI – AMENDMENTS TO BY-LAWS

Section 1

- A. The By-Laws may be amended by a vote of a majority of the members present and written votes received at any regular or special meeting call for such purpose.
- B. Members shall receive notice of said regular or special meeting and of the proposed amendments at least two (2) weeks prior to such meeting.

ARTICLE XII – DISSOLUTION OF THE CORPORATION

Section 1

- A. This corporation may be dissolved by an affirmative vote of two-thirds of all Members present and voting at a meeting for that purpose.
- B. Members shall receive notice of any special meeting two (2) weeks prior to said meeting.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.