

LAS CRUCES CHAMBER BALLET

BYLAWS

ARTICLE I – NAME

- 1.1 **NAME:** The legal name of this organization shall be the Las Cruces Chamber Ballet. The organization shall be referred to hereafter as “LCCB.”

ARTICLE II – PURPOSE AND MISSION

- 2.1 **PURPOSE:** The LCCB will operate without profit so that no part of the net earnings or assets of the organization shall be distributed to any private individual. The organization has been formed to contribute to the charitable, educational and cultural enrichment of the Las Cruces community by developing and maintaining an excellent semi-professional ballet company.
- 2.2 **MISSION:** The Las Cruces Chamber Ballet is publicly supported organization formed to cultivate, promote, sponsor, and develop the appreciation and understanding of ballet amongst the general public.

ARTICLE III – BOARD OF DIRECTORS

- 3.1 **BOARD MEMBERSHIP:** The Board shall consist of 4 elected officers, 6-10 Directors, the Artistic Director, and a Dancer Delegate.
- 3.2 **ELECTED OFFICERS:** The officers shall be the President, Vice President, Secretary and Treasurer.
- 3.3 **DIRECTORS AT LARGE:** The Board may elect a minimum of 6 directors and a maximum of 10.
- 3.4 **BOARD CHAIR:** The President shall preside as Board Chair. In the absence of the President, the Board shall be chaired by the Vice President, Secretary or Treasurer (in said order).

ARTICLE IV – ELIGIBILITY OF BOARD MEMBERS

- 4.1 **ATTENDANCE:** Board members will attend all regular and special meetings of the Board of Directors.
- 4.2 **FINANCIAL COMMITMENT:** Each Board member will contribute monetarily to the LCCB at least once each fiscal year.
- 4.3 **PERFORMANCE OF DUTIES:** Board members will perform duties as specified in these bylaws and any other duties as assigned by the President or a voice vote of the Board.
- 4.4 **REMOVAL FROM OFFICE:** A Board member may be removed from office for neglect of duty or malfeasance by an affirmative vote of at least two-thirds (2/3) of the membership of the Board of Directors. The resulting vacancy position shall be filled as provided in section 5.6.

ARTICLE V – BOARD OF DIRECTORS ELECTIONS, APPOINTMENTS AND VOTING RIGHTS

- 5.1 **ELECTIONS:** Nominations for officers and directors at large whose terms expire shall be taken at the May Board meeting each fiscal year. Elections shall be held at the May Annual meeting. Officers and directors at large shall be elected by a simple majority vote of those present at the May meeting.
- 5.2 **ARTISTIC DIRECTOR:** The Board of Directors shall appoint an Artistic Director by a two-thirds (2/3) majority vote. The Artistic Director shall be considered a Director.
- 5.3 **DANCER DELEGATE:** The Artistic Director shall select a dancer delegate from among the members of the LCCB. A voting member, the dancer delegate will serve for a term of one year.
- 5.4 **TENURE:** Officers and directors shall serve for a term of two years. Terms may be extended by a simple majority vote of the Board for two additional two year terms (6 years total). The dancer delegate shall serve for a term of one year.
- 5.5 **UNFULFILLED TERMS:** Should an elected officer or director at large fail to complete his/her term of office or be removed from office, the Board shall, by simple majority vote, appoint a replacement to fill the unexpired term. Should the dancer delegate fail to complete his/her term of office or is removed from office, the Artistic Director shall appoint a replacement to fill the unexpired term.

- 5.6 **ELECTION PROCEDURES**: Election shall be by paper ballot unless there is but one nominee for each officer or director position, in which case, a viva voce may elect.
- 5.7 **NOTIFICATION OF ELECTED OFFICERS**: The President or Secretary shall notify the nominees of the election results within five working days.
- 5.8 **INSTALLATION**: Officers, directors, the artistic director and dancer delegate shall be installed at the first meeting of the fiscal year.
- 5.9 **VOTING RIGHTS**: Each member of the Board shall have one vote, with total Board votes not to exceed thirteen (13).
- 5.10 **PROXY**: Each member of the Board may vote on any issue by written proxy.

ARTICLE VI – ORGANIZATIONAL CALENDAR AND BOARD OF DIRECTOR MEETINGS

- 6.1 **FISCAL YEAR**: The LCCB's fiscal year is September 1st - August 31st.
- 6.2 **BOARD MEETINGS**: The Board of Directors will meet no more than 12 times and no fewer than 6 times per year. The President, Artistic Director, and/or two-thirds (2/3) of the Board's members may call a special meeting with at least one week's notice.
- 6.3 **ANNUAL MEETING**: Election of Officers will take place at the Annual Meeting of the Board of Directors to be held in the month May.
- 6.4 **QUORUM**: Presence of a simple majority of the Board shall constitute a quorum. The Secretary shall establish a quorum at the beginning of each regular or special meeting.
- 6.5 **PARLIAMENTARY AUTHORITY**: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE VII – DUTIES OF THE OFFICERS AND DIRECTORS

- 7.1 **PRESIDENT**: The President is the Chief Executive Officer of the LCCB and is charged with providing overall guidance and leadership in implementing the policies promulgated by the

Board. Duties include, but are not limited to, presiding over all meetings of the Board, appointing all committees and ad hoc committees as needed (with the approval of a simple majority of the Board), appointment of all committee chairs, providing a charge to the committees, executing proper coordination and communication among all parties involved in LCCB affairs, directing and evaluating strategic planning, and providing for the direct supervision of the Artistic Director and the Executive Director (when and if such position is filled).

- 7.2 VICE PRESIDENT:** The Vice President will perform all of the functions of the President in the absence of the President or upon the President's inability to act. In the event of a permanent vacancy in the office of President due to death, resignation or removal, the Vice President will become the President until the Board of Directors appoints a successor. The Vice President shall be responsible for updating and amending the Bylaws as requested by the Board. The Vice President will also serve as Parliamentarian during Board meetings. The Vice President shall perform any other duties prescribed by the Board of Directors.
- 7.3 SECRETARY:** The Secretary reports to the President of the Board and is charged with maintaining the minutes of all meetings of the Board. Duties include, but are not limited to, recording and maintain all minutes of Board meetings, providing notice of all meetings of the Board (regular and special), providing copies of minutes to the Board at least one week prior to the next scheduled meeting, maintaining Board attendance records, maintaining a complete and accurate list of Board member names, addresses, and phone numbers, and maintaining a LCCB scrapbook.
- 7.4 TREASURER:** The Treasurer reports to the President of the Board and is charged with safeguarding all assets of the Board on behalf of LCCB. Duties include, but are not limited to, maintaining detailed accounting of assets, liabilities, expenses, revenue and fund balances, preparing an annual report, reviewing all purchase orders, paying all fees and bills, preserving all vouchers, depositing all receipts within 24 hours, and providing financial forecasting as needed. The Treasurer shall deposit all receipts into a financial institution designated by the Board and shall reconcile financial institution records with LCCB records on a monthly basis. A detailed accounting report will be presented at each Board meeting.
- 7.5 ARTISTIC DIRECTOR:** The Artistic Director works in cooperation with the President of the Board in providing overall guidance and leadership in implementing the policies promulgated by the Board. Duties include, but are not limited to, planning and producing all performances and artistic endeavors undertaken by the LCCB, managing the Artistic Council, as discussed in Article 9.1, serving as liaison between the Artistic Council and the Board, providing artistic vision, and supervising paid staff.
- 7.6 DIRECTORS:** Directors shall assume responsibilities as determined by the board. All Directors will serve on at least one committee.

- 7.7 **DANCER DELEGATE**: The Dancer Delegate serves as the liaison between the dancers of the LCCB and the Board. Duties are assigned by the President of the Board.

ARTICLE VIII – STANDING COMMITTEES

- 8.1 **MEMBER DEVELOPMENT**: The Member Development Chair reports to the President of the Board and is charged with providing overall guidance and leadership in the development of LCCB members and hospitality. Duties of the committee & chair include, but are not limited to:
1. Determining budget for Board approval which includes all Member Development and Hospitality items.
 2. Making travel and lodging arrangements for guest artists or instructors.
 3. Providing transportation to and from the airport for guest artists or instructors as needed.
 4. Make financial arrangements with Treasurer for “spending money” for guest artist(s).
 5. Arrange for cleaning services during the weekend performances of the recital hall.
 6. Plan and execute Cast Party following The Nutcracker.
 7. Order and pick up flower bouquets for The Nutcracker.
 8. Purchase gifts for LCCB dancers to be given during The Nutcracker on behalf of the Board.
 9. Purchase gift for guest artist(s) and guest instructors.
 10. Purchase gift for Artistic Director to be presented during The Nutcracker on behalf of LCCB dancers and the Board.
 11. Coordinate annual LCCB social event in the month of December prior to The Nutcracker.
 12. Coordinate Senior Appreciation event in May of each year to recognize graduating members of LCCB.
 13. Determine scholarships that will be offered.
- 8.2 **FINANCE**: The Finance Chair reports to the President of the Board and is charged with providing overall guidance and leadership in administrative, financial, legal and ethical matters undertaken by the Board on behalf of LCCB. Duties of the committee and chair include, but are not limited to:
1. Establish investment policies, subject to annual review and reports to the Board.
 2. Submit the annual budget to the Board for approval at the first meeting of the fiscal year.
 3. Arrange for an annual independent financial audit.
 4. Monitor and evaluate the performance of investments and report annually to the Board regarding the performance of the investment (s).
 5. Invest assets with the approval of the Board.
 6. Ensure all legal and financial obligations are met.

7. Maintain LCCB's financial database.
8. Report to Board at each meeting regarding the performance of the committee.

8.3 PR AND MARKETING: The PR and Marketing Chair reports to the President of the Board and is charged with providing overall guidance and leadership in marketing and public relations activities. Duties of the committee & chair include, but are not limited to:

1. Representing the LCCB at public events as requested.
2. Developing a marketing plan for The Nutcracker and other events as determined by the Board.
3. Promote all LCCB performances and activities.
4. Establish "Grievance Policy" for LCCB members.
5. Manage all concerns or complaints as they related to the established "Grievance Policy."
6. Report to Board at each meeting regarding the performance of the committee.

8.4 FUNDRAISING: The Fundraising Chair reports to the President of the Board and is charged with providing overall guidance and leadership in fundraising activities. Duties of the committee & chair include, but are not limited to:

1. Develop fundraising plan.
2. Supervise fundraising events.
3. Identify and solicit potential donors.
4. Recommend development and stewardship processes.
5. Report to Board at each meeting regarding the performance of the committee.

ARTICLE IX – ARTISTIC COUNCIL

9.1 ARTISTIC DIRECTOR: The Artistic Director shall provide overall guidance for the LCCB's Artistic Council. The Artistic Director will plan and produce all performances and artistic endeavors undertaken by the LCCB, with the approval of and through coordination with its Board of Directors. The Artistic Director assigns and approves all choreography; oversees rehearsal and performance scheduling; maintains final approval of sets, costumes and other performance elements; assigns and approves all casting; and supervises and enforces regulations for paid and unpaid artistic staff. The Artistic Director selects and supervises the members of the Artistic Council.

9.2 OFFICERS: The Officers of the Artistic Council shall be appointed by the Artistic Director from among the individuals holding the following positions-Resident Choreographer, Ballet Master/Mistress, Production Manager, House Manager, Stage Manager, Head Costumer, Dancer Well-Being Coordinator, and Outreach/Touring Director, or any other individuals as deemed appropriate by the Artistic Director.

- A. Costumes: The Costume Director is responsible for designing, producing, and coordinating all costumes for the LCCB. Steps include coordination with the Artistic Director for style; producing designs; acquiring various fabrics and trims; production of the costumes and accessories through personal sewing efforts and purchases; fitting costumes to the individual dancers; inventory; maintenance; and transporting the costumes to various shows.
- B. Production Manager: The Production Manager is responsible for coordinating all elements necessary to a production, and bringing those elements together according to schedule to conduct a successful ballet production. The elements consist, but are not limited to: Board Members, volunteers, theatre employees, dance studio personnel, commercial resources, specialty areas such as workshop, costume, publicity, house manager, security, dressers and make up, backstage set and properties crew.

The Production Manager must also plan for future productions by coordinating with the Board, and specifically the Artistic Director/Choreographer to determine the nature of productions, costumes, sets, props and theatre requirements.

The Production Manager also shall keep abreast of what is available and affordable in the theatrical industry that can be incorporated into LCCB productions. The Production Manager shall also continuously review LCCB productions to renew them with the new scenery and properties and shall coordinate with the Artistic Director/Choreographer to be able to effect his/her requirements. The Production Manager shall also suggest ideas and effects in coordination with the Artistic Director/Choreographer.

- C. Hospitality: The Hospitality Delegate's responsibilities include: making travel and lodging arrangements for guest artist(s) for productions; providing transportation to and from the airport, the studio and recital hall; arranging for guest artist(s) spending money; making arrangements for the cast party; arranging for cleaning service during the weekend performances at the recital hall; ordering and picking up flower bouquets; buying gifts for guest artist(s) and LCCB dancers; and coordinating the purchase of a gift for the Artistic Director and Choreographer from the dancers.
- D. House Manager: The House Manager overlooks the security and smooth running of the performance. His responsibilities are: providing a sign in for dancers; arranging for volunteers for security, ushers and tickets; coordinating with the Director and Stage Manager at the start of the show and after intermission, and making sure the audience is seated at the start of each. In shows where children (under ten years old) are used, a sign out list must be kept for the children. The House Manager must be the first to arrive and the last to leave the theater, unless other arrangements have been made. Once the show is set, security is the most important job, primarily for the children and performers, followed by the audience and the rest of the workers and volunteers.
- E. Lobby Manager: The Lobby Manager's duties include: purchasing, ordering and establishing the prices of the merchandise that will be sold at the gift table in the lobby at each of the ballet shows; setting up the gift table and organizing volunteers to help in the sale of gift items; arranging for the yearly raffle of nutcrackers at each of the Nutcracker

performances; collecting and submitting the monies raised at each of the ballet shows from the sales of gift items; and organizing the decorating of the lobby for each of the ballet shows.

F. Special Events Coordinator: The Special Events Coordinator's responsibilities and duties are to set up and organize any special event to give LCCB visibility and publicity. The main event has been the Renaissance Craftfaire. The Special Events Coordinator must assume full responsibility for LCCB's participation in the event.

G. Choreography: Attends production meetings with the Artistic Director to collaborate show concepts before choreographing the show. Choreographs dances assigned by the Artistic Director. Works with Artistic Director and Production Staff on any problems that deal with dancing. Attends and is an active participant/evaluator of all dress and technical rehearsals.

H. Scholarship: TBD

ARTICLE X – AUTHORITY, LIABILITY AND ACCOUNTABILITY

- 10.1 **CONTROL**: The control and executive power of the LCCB shall be vested in its Board of Directors.
- 10.2 **AUTHORITY**: Only members of the Board of Directors may authorize activities in the name of LCCB. A simple majority vote by the Board of Directors is required before authority can be granted.
- 10.3 **PURCHASES AND COMMITMENTS**: Only members of the Board, officers of the Artistic Council, or paid staff members may purchase items or enter into financial or contractual commitments on behalf of the LCCB. Contractual commitments will require approval of the Board of Directors. Purchases or financial commitments of more than \$500 require approval of the President or Artistic Director along with the Vice President-Administration and Finance or Treasurer. Purchases of financial commitments of more than \$500 require approval of a simple majority of the Board. Expenses less than \$500 require the approval of the Artistic Director and/or President and/or Treasurer.
- 10.4 **SIGNATURE AUTHORITY**: The President and Treasurer shall be the designated Board members with check signing authority. All checks shall be signed by the Treasurer or President with approval of Reimbursement Form. The monthly operating expenses are excluded from the Reimbursement Form requirements and these expenses will be established at the beginning of each year and presented to the Board for approval.

- 10.5 **LIABILITY INSURANCE:** The LCCB will provide liability insurance for all members of the Board.
- 10.6 **FINANCIAL RECORDS:** The financial records of the LCCB shall be maintained in accordance with generally accepted accounting principles and shall be audited annually by an independent certified public accountant in accordance with generally accepted auditing standards. The Las Cruces Chamber Ballet Board of Directors will abide with state and federal regulations in accordance with 501© 3 organizations.

ARTICLE XI – AMENDING OF BYLAWS

- 11.1 **AMENDING BYLAWS:** The Bylaws may be amended by the Board of Directors only at a regularly scheduled meeting and only upon the vote of at least two-thirds of the Directors.

XII – STAFF

- 12.1 **EMPLOYMENT:** The Board of Directors may employ such staff as deemed necessary to carry out the policies and programs established by the Board and as funding permits. Salary and work arrangements shall be determined by the Board.
- 12.2 **NON DISCRIMINATION STATEMENT:** The Las Cruces Chamber Ballet does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

ARTICLE XIII - DISSOLUTION

- 13.1 **DISSOLUTION:** In the event the LCCB dissolves, no board member or officer, member of the Artistic Council, paid and unpaid staff, or private individual shall be entitled to share in the distribution of any corporate assets. All remaining assets shall be transferred to another 501(c) 3 organization once all outstanding liabilities are met. The recipient organization(s) shall be selected by a vote of at least two-thirds of the members of the Board.