

DECEMBER 2024

BY-LAWS OF THE
WESTFIELD THEATRE GROUP
A DEPARTMENT OF THE
WESTFIELD WOMAN'S CLUB INCORPORATED

ARTICLE ONE
(Name and purpose)

The official name of this department shall be held out to the public as the "Westfield Theatre Group."

The purpose of the Westfield Theatre Group is twofold: to provide quality live theatre to the community and to encourage members of the community to participate in our productions to learn more about theatre.

ARTICLE TWO
(Membership and Dues)

Membership shall be open to all interested applicants. Dues are ten dollars per fiscal year for individuals or twenty dollars per family. All cast for all productions shall, as a condition of participating, join the Westfield Theatre Group and pay their dues. All others involved in the production shall be encouraged to join.

All female adult Officers and members of the Board of Directors shall be required to join the Westfield Woman's Club. Their dues shall be paid by the Westfield Theatre Group.

ARTICLE THREE
(Fiscal Year)

The fiscal year of the department shall begin May 1 and end April 30 in order that it might coincide with the fiscal year of the Westfield Woman's Club.

ARTICLE FOUR
(Special and Annual Meetings)

The annual meeting of the Westfield Theatre Group shall take place on the second Monday in April at the Westfield Woman's Club, 28 Court Street, Westfield, MA at 7:00 pm unless the Board of Directors shall determine

otherwise, and notify the membership of a different place and time. Website, email and telephone calls shall suffice as notice. Twenty adult members, comprised of the general membership and current board members, shall be required to constitute a quorum at special and annual meetings of members. Written or emailed proxies from current board members shall be honored for purposes of voting.

Special meetings of the membership may be called by the chairperson, by any five members of the Board of Directors or by any ten general members, upon seven days notice of the date, time and specific purpose of the special meeting, issued to all adult members of the Westfield Theatre Group. Such special meetings shall be held at the Westfield Woman's Club.

There will be monthly meetings of the Board of Directors on the first Monday of each month at 7:00 p.m. at the Westfield Woman's Club. If the first Monday is a holiday, the meeting shall be held on the second Monday at the same place and time unless the Board of Directors shall determine otherwise and notify the membership of the Board of Directors of a different place and time.

The chairperson or a majority of the elected members of the Board of Directors may call a special meeting of the Board of Directors to transact any authorized business at any time, so long as a reasonable attempt has been made to notify all members of the Board of Directors of such special meeting.

Any action by the Board of Directors may be taken without a meeting if written consent thereto is obtained from a majority of the members of the Board of Directors and filed with the Secretary. Such consent shall be treated as a vote of the Board of Directors for all purposes. Email shall be considered an acceptable form of written consent.

Only members of the Board of Directors and the five Officers shall be entitled to vote at regular and special meetings of the Board of Directors or by written consent as provided for in the preceding paragraph. Officers shall be considered members of the Board of Directors for voting and quorum purposes. A majority of those entitled to vote at Board of Director meetings shall be required to constitute a quorum.

ARTICLE FIVE (Officers)

The Officers of the Westfield Theatre Group shall be chairperson, vice-chairperson, recording secretary, treasurer and historian.

The Officers shall be nominated from current adult members, who are incumbent or past board members and who have served at least one full two-year term. The Officers shall be elected to serve two-year terms by a majority vote of the adult general membership and current board members present at the annual meeting, in conjunction with proxies from current board members. The chairperson, recording secretary and historian shall be elected in even years. The vice-chairperson and treasurer shall be elected in odd years.

The chairperson of the Westfield Theatre Group is an Ex-Officio member of the Executive Committee of the Westfield Woman's Club per the Westfield Woman's Club governing documents. A female chairperson may appoint another female member of the Westfield Theatre Group to sit in her stead per the same governing documents.

If the chairperson of the Westfield Theatre Group is a male, he must appoint a female member of the Westfield Theatre Group to sit on the Executive Committee of the Westfield Woman's Club in his stead, also per Westfield Woman's Club governing documents.

The chairperson shall prepare the agenda for all meetings, chair all meetings, create committees as he or she may deem necessary to carry out the work of the Westfield Theatre Group and perform all other responsibilities normally deemed the function of the president of an organization. Additionally, the chairperson shall appoint members and chairs to the standing committees and shall also have the authority to establish and appoint persons to such other committees as deemed necessary by the chairperson or by the Board of Directors.

The vice-chairperson shall assist the chairperson in all capacities and act in place of the chairperson in the chairperson's absence at meetings or as directed by the chairperson.

The treasurer's duties shall be those traditionally carried out by treasurers, to include, but not be limited to, maintaining all accounts, making monthly reports to the Board of Directors, seeing that all tax reporting information is conveyed to the proper person or entities and preparing an annual report for the Westfield Woman's Club. All accounts shall be established with both the chairperson and the treasurer having the authority to withdraw or deposit funds.

The recording secretary shall perform all traditional functions of a recording secretary.

The historian shall maintain the history and records of the Westfield Theatre Group and provide the membership with an annual report and inventory of such records at the annual meeting.

Officer vacancies shall be filled by majority vote of the Board of Directors present at a monthly meeting of the Board of Directors or at a special meeting called for that purpose.

ARTICLE SIX (Board of Directors)

There shall be no fewer than three (3) or more than fifteen (15) Directors on the Board of Directors. The five Officers shall not be counted in this calculation but shall be counted as members for determining a quorum and shall be entitled to vote along with the Directors at all meetings of the Board.

The Board members will be nominated and elected by the adult membership at the annual meeting. The nominees receiving the most votes shall be elected to fill the available positions.

The terms of the Board of Directors shall be two (2) years and shall be staggered as close to evenly as possible.

The Board of Directors shall approve budgets; serve on at least one committee; decide plays, decide directors of plays, decide producers, of which at least one must be from the Board of Directors, and decide performance dates; create and maintain a Westfield Theatre Group “operations manual” detailing the responsibilities, duties and obligations of persons involved in Westfield Theatre Group productions and shall generally be in charge of deciding the business of the club and directing the Officers to carry out their functions.

An obligation of all members of the Board of Directors, including Officers, is to assist on at least one production a year. Possible duties include, but are not limited to, producer, stage crew, tech crew or house crew. In addition, this obligation will not be fulfilled by a board member by being cast in any production during a season.

A majority of voting members of the Board of Directors shall be required to constitute a quorum at any meeting. Except as otherwise provided for in these by-laws, the Board of Directors shall act by majority vote of its voting members present at any meeting.

Board of Director vacancies shall be filled by majority vote of the Board of Directors at a monthly meeting of the Board of Directors or at a special meeting called for that purpose.

ARTICLE SEVEN (Removal of Officers and Directors from the Board)

Any elected Officer or member of the Board of Directors who misses three successive regular meetings or five meetings in any 12-month period, without approval of the Board of Directors, shall be automatically deemed to have resigned his or her position. Approval of an absence consists of a written or emailed request voted on and approved by the board.

Any Officer or member of the Board of Directors can be removed from his or her position by vote of a majority of the members of the Board of Directors at a special meeting called for that purpose.

Guidelines for Excused/Approved Absences

When board members are part of the production team for a show that will be produced by WTG and rehearses on Mondays, all production team members will receive approval of absences at the same time.

When board members are cast in shows being produced by WTG, their absences will be voted on for approval at the next meeting following the posting of the cast list online.

When board members are part of a non-WTG production, which rehearses on Mondays, either as part of the production team or cast, the request for the excused absences needs to be a written or an emailed request to the Chairperson, Vice-chairperson & Secretary and made by one meeting prior to the expected absences.

When board members have knowledge of future non-theatre related conflicts for board meetings, the request for the excused absences needs to be a written or an emailed request to the Chairperson, Vice-chairperson & Secretary and made one meeting prior to the expected absences.

Notification of last minute absences needs to be emailed to the Chairperson, Vice-chairperson & Secretary by 5 p.m. the day of the meeting.

ARTICLE EIGHT
(Amendment of By-Laws)

These by-laws may be amended by a 2/3 vote of the adult membership present at a special meeting called for the purpose of considering amendment. At least seven days' notice of such meeting and of the proposed change(s) must be issued to all paid up members of record as determined by the secretary. Notice may be issued in person or via the last known phone, mail, voice mail or email of each such member.

ARTICLE NINE
(Special Equipment Fund)

One-third of the net profits from each Westfield Theatre Group production shall be placed in a Special Equipment Fund to be administered by the Board of Directors for the purpose of purchasing equipment. No Special Equipment Fund monies shall be used for any other purpose without a 2/3 majority vote of the Board of Director members present at a duly quorumed meeting where the matter has been noticed to the Board at least 7 days before the meeting where the matter is to be considered.

ARTICLE TEN
(Board Member Emeritus)

Upon nomination, acceptance and a majority vote of the Board of Directors, any number of Board Members Emeritus may be elected and shall be a permanent designation. A Board Member Emeritus shall not be required to attend meetings, shall not be required to be given notices of meetings and shall have no vote, but shall be recognized and authorized to participate in the discussion of the department's business when they are present.

ARTICLE ELEVEN
(Standing Committees)

The committees listed below shall be the standing committees of the Westfield Theatre Group. The duties, obligations and responsibilities of the standing committees shall be as briefly described below as well as may be established and amended from time to time by a Westfield Theatre Group Committee Manual to be created and maintained by the Board of Directors.

- House Management Committee

The House Management Committee shall be in charge of ushers, seating of the audience and the general operation of the building, upstairs, downstairs and balcony, immediately before, during and after performances.

-Proofreading Committee

The Proofreading Committee shall review all written communications to be published in any way on behalf of or in the name of the group.

- Reading Committee

The Reading Committee shall be charged with the duty of reading plays and offering recommendations regarding the same to the Board of Directors.

- Fundraising/Grant Writing Committee

The Fundraising/Grant Writing Committee shall be charged with the following duties. The committee shall develop/create ideas to raise money for a current specific need. It shall investigate and search out possible grant sources for the Theatre Group and then shall obtain, prepare, and submit the applications to the appropriate entities in a timely fashion.

- Publicity Committee

The publicity committee is responsible for publicizing all Westfield Theatre Group events, from upcoming auditions, to show dates, to special events or happenings. This may include but will not be limited to, press releases, (for newspapers or magazine publications) public service announcements (for radio and cable services) and mailings to patrons or members.

The publicity committee should meet prior to the first rehearsal of any performance, to draft out a calendar of deadlines and to assign duties to each member. The chairperson of the Publicity Committee is responsible for collecting all biographies from cast members for use in publicity, turning same over to the program chairperson for use in programs.

- Ticket Sales Committee

The Ticket Sales Committee shall be in charge of the printing and sale of all tickets to the general public, to patrons and to groups.

- Other Committees

Committees will be in charge of duties as designated by the chairperson.