

Bylaws of PA Thespians

Approved/Amended: 12/7/19, 9/19/21

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ARTICLE I - Name

Section 1: The name of this chapter shall be the Pennsylvania Thespians, hereafter known as PA Thespians, a Chapter of the Educational Theatre Association, hereafter known as EdTA and its student organization, the International Thespian Society, hereafter known as ITS. PA-EdTA is a member of EdTA, an Ohio nonprofit corporation. Pennsylvania Chapter of Educational Theatre Association is a registered non-profit organization (Ohio, Domestic Articles/Non-Profit Document 200323800762). The PA-EdTA Federal Employer ID is 56- 2393017.

ARTICLE II - Purpose

Section 1: Support the mission and purpose of the Educational Theatre Association (EdTA), herein referred to as the Association.

ARTICLE III - Members

Section 1: Any individual or school that maintains membership in good standing with the Association and is located in Pennsylvania as set forth in the Association's Code of Regulations.

Section 2: (a) **EdTA Professional Membership** The adult professional membership division of EdTA represents individuals preparing for or currently or formerly involved in the theatre education profession and related fields.

(b) **International Thespian Society Membership** The student honor society membership division of EdTA is the International Thespian Society (ITS). The three current classes of ITS membership are: (1) Thespians; (2) Junior Thespians; and (3) Honorary Thespians

(c) Each Professional member is allocated one (1) vote during official meetings of the Association and the Pennsylvania Chapter.

ARTICLE IV - Governance

Section 1: The affairs of Pennsylvania Chapter shall be governed by a Chapter Governing Board of Directors and Conference Board of Directors, selected as set forth in these By-Laws.

Section 2: It shall be the duty of the Pennsylvania Chapter Governing Board of Directors to have general supervision over the affairs of Pennsylvania Chapter and determine policies thereof. The Pennsylvania Chapter Governing Board of Directors, by majority vote, may authorize the President of the chapter to bind the chapter in such contracts as they deem necessary to carry out the business of the chapter, subject to approved budget. All members of the Pennsylvania Chapter Governing Board shall be members of EdTA.

Section 3: It shall be the duty of the Pennsylvania Chapter Conference Board of Directors to have general supervision over the affairs of the Pennsylvania Chapter Conference and determine policies thereof. The Pennsylvania Chapter Conference Board of Directors, by majority vote, may authorize the President of the chapter to bind the chapter in such contracts as they deem necessary to carry out the business of the chapter conference, subject to approved budget.

Section 4: Decisions of the Governing Board shall supersede decisions of the Conference Board if conflicts arise.

Section 4: The current edition of Robert's Rules of Order shall be the parliamentary authority for any meeting held pursuant to these By-Laws.

ARTICLE V - Membership Meetings

Section 1: Pennsylvania Chapter Boards shall hold annual meetings.

1. Governing Board meetings will usually occur in the fall and spring in conjunction with the Conference Board meetings. Other meetings may be called by the Chapter Director when deemed necessary. Notice of such meetings shall be delivered by email.
2. Conference Board meetings will usually occur in the fall and spring in addition to meeting at the Thespian State Conference as needed. Other meetings may be called by the Chapter Director when deemed necessary. Notice of such meetings shall be delivered by email.

Section 2: Special meetings, of either the Governing or Conference boards, may be requested by any member of the boards. This request shall be made to the Chapter Director. If appropriate, the chapter director will arrange a special meeting.

ARTICLE VI - Chapter Director position

Section 1: Election

1. Pennsylvania Chapter follows all election/selection guidelines for it's Chapter Director in accordance with the Association's Chapter Governance Policy.

Section 2: Term of Office

1. There are no term limits for the PA Chapter Director position. The term of office will be determined by the Association's Chapter Governance Policy.

Section 3: Vacancy

1. When a Chapter Director vacancy occurs, whether from a resignation, lack of a nominee for office, or any other reason, the Chapter Board shall have up to 30 days to provide the Director of Chapter Relations with the replacement. If the Chapter Board fails to nominate a replacement within 30 days or if no Chapter Board exists, the EdTA Board President and the

EdTA Executive Director shall appoint an individual to serve as Chapter Director for the remainder of the unexpired term.

Section 4: Duties

1. Ensure that chapter board members know and stay focused on their duties;
2. Along with the Treasurer, monitor and maintain accurate financial records, keeping receipts for all purchases and documenting where all funds are dispersed;
3. Maintain efficient communications, by returning Thespian and EdTA emails in a timely fashion;
4. Be professional, as the Chapter Director represents their entire chapter demanding a high level of responsibility and a good reputation;
5. Make all best efforts to attend the EdTA National Conference, the International Thespian Festival and the EdTA Leadership Summit at the expense of the PA Thespians;
6. Help with the succession of chapter leadership through identifying, training, and assisting in the transfer of the Chapter Director;
7. Promote the board and the chapter's troupe directors;
8. Market the chapter effectively;
9. Train the chapter boards to "speak with one voice" about chapter Thespian matters.

ARTICLE VII - Chapter Board of Directors

Section 1: The officers of Pennsylvania Chapter Governing Board shall be the:

1. Chapter Director (tie breaking vote)
2. STO Advisor(s)
3. Advocacy Chair
4. Outreach / Membership Chair
5. Conference Director
6. Treasurer
7. At Large position
8. At Large position
9. Optional Emeritus position (non voting)

Section 2: The officers of Pennsylvania Chapter Conference Board shall be the:

1. Chapter Director
2. Conference Director
3. Thespy Coordinator
4. Scholarship Coordinator
5. Responder Coordinator
6. Tech Challenge Coordinator
7. Boutique Coordinator
8. Conference Technical Director
9. Hat & Makeup/Set Design Coordinator
10. STO Advisor(s)
11. Workshop Coordinator
12. Host
13. STOs (non voting)
14. Any additional STO's Troupe Directors not with an above position

Section 3: Any member in good standing with the Association, shall be eligible to hold any elected or appointed office as defined in this article.

1. For the position of Chapter Director, Pennsylvania Chapter follows all election/selection guidelines in accordance with the Association's Chapter Governance Policy, unless expressly identified herein these By-Laws.

Section 4: All chapter board of director positions shall be held by member representatives serving voluntarily without compensation.

Section 5: The Governing Board may remove any Governing or Conference Board member by a majority vote of the Governing Board at a meeting duly called and held for such purposes. This meeting may be called for inappropriate behavior or for any other reason agreed upon by the Governing Board members.

ARTICLE VIII - Elections, Terms of Office, & Duties

Section 1: **Election/Appointment**

1. Governing Board Members shall be appointed by the Chapter Director.
2. Conference Board shall be appointed by the Chapter Director (with the exception of STOs whose election process is defined later in this document).

Section 2: **Terms of Office**

All terms of office will begin with installation and terminate with installation of the successor at the chapter's annual business meeting. Terms of office are as follows:

1. Governing Board
 1. STO Advisor (2 year term)
 2. Advocacy Chair (2 year term)
 3. Outreach/Membership Coordinator (2 year term)
 4. Conference Director (2 year term)
 5. Treasurer (2 year term)
 6. At large (rotating 3 year term)
 7. At large (rotating 3 year term)
 8. Optional Emeritus position
2. Conference Board –
 1. Conference Coordinator (2 year term)
 2. Thespy Coordinator (2 year term)
 3. Scholarship Coordinator (2 year term)
 4. Responder Coordinator (2 year term)
 5. Tech Challenge Coordinator (2 year term)
 6. Boutique Coordinator (2 year term)
 7. Conference Technical Director (2 year term)
 8. Hat & Makeup/Set Design Coordinator (2 year term)
 9. STO Advisor(s) (2 year term)
 10. Workshop Coordinator (2 year term)
 11. Host (1 year term)

12. STOs (non voting) (1 year term)

13. Any additional STO's Troupe Directors not with an above position (1 year term)

Section 3: Vacancies

Any office shall be declared vacant whenever: the incumbent is no longer eligible by virtue of having moved to another chapter; the member no longer holds membership in the Association; the incumbent ascends to another position; or the Governing Board has removed a member from their position.

1. Vacancies in the Governing Board Directors or Conference Board of Directors shall be filled by Chapter Director appointment.

ARTICLE IX - Voting and Quorum

Section 1: Voting

Each board member, in good standing of the Association, will be entitled to one vote at each respective board's meeting, if present.

The Chapter Governing Board of Directors shall have the authority to distribute ballots to members when circumstances dictate that it is advisable to attempt to solicit voting responses from all chapter members.

There shall be no voting by proxy.

Section 2: Quorum

1. Governing Board - For the purposes of conducting Chapter Governing Board of Directors business, one-half of the number of voting members in office shall constitute quorum.
2. Conference Board - For the purposes of conducting Chapter Conference Board of Directors business, one-half of the number of voting members in office shall constitute quorum.

ARTICLE X – Student Thespian Officers - STO

Section 1: One student, in good standing from each active troupe, shall be permitted to apply to become a Student Thespian Officer (STO). The Selection process will be determined by the Conference Board and posted on the website. The student must be able to complete the term of office while still enrolled as a high school student in the state of Pennsylvania.

Section 2: Each Student Thespian Officer will be expected to perform duties delegated to them by the board, attend Conference Board meetings, leadership workshops, and serve as a liaison to the students of troupes around the state.

Section 3: Term of Office- The term of office for a Student Thespian Officer (STO) shall be one year from PA Thespian State Conference to the following PA Thespian State Conference. All (STO's) must reapply if they wish to run for another term.

Section 4: Removal from office - The Chapter Director may remove any STO member by a majority vote of the Governing board at a meeting duly called and held for such purposes. This meeting may be called for inappropriate behavior or for any other reason agreed upon by the Governing Board. Any STO who misses a majority of Board meetings will automatically be removed from their STO position.

ARTICLE XI - Dues

Section 1: There shall be no separate dues to Pennsylvania Chapter for those members maintaining membership in the Association.

ARTICLE XII - Fiscal Year

Section 1: The fiscal year of Pennsylvania Chapter shall be July 1 through June 30.

ARTICLE XIII - Control of Funds

Section 1: The Pennsylvania Chapter Director and Treasurer shall open and maintain accounts in the name of the chapter in a FDIC insured financial institution.

Section 2: Pennsylvania Chapter funds shall be used to defray the normal operating expenses of the chapter. Other uses of such funds shall be made only in those cases where such expenditures clearly implement the general objectives of the Association and only with approval of the Chapter Governing and/or Conference Board of Directors.

Section 3: No part of the funds of Pennsylvania Chapter shall be distributed to the officers, directors, or member representatives, nor shall the operation of the chapter be for individual gratification or support of any officer or member representative, other than approved reimbursed expenses.

Section 4: Pennsylvania Chapter Director shall submit a review of the Chapter's finances to the EdTA national office each year as set forth by the EdTA national office.

Section 5: Authority to Borrow, Encumber Assets - No Board Member of PA Thespians shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within its scope and to the extent of the authority delegated by the Board.

Section 6: Funds: Deposit and Expenditure - All funds of the PA Thespians shall be deposited to the credit of PA Thespians in such bank, trust companies, or other depositories as the Chapter Director and Treasurer approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Chapter Director and/or Treasurer. Any items purchased with monies from PA Thespians shall become and remain the property of PA Thespians.

Section 7: Conflicts of Interest - No Board Member of PA Thespians shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loans, or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial, or other beneficial relationship with PA Thespians without first making a disclosure of such conflict of interest to the Board. When the Boards are considering a proposed transaction that may benefit the private interest of an officer or Board Member, prudence shall be practiced.

ARTICLE XIV - Amendments

Section 1: Any amendment to the By-Laws of the Pennsylvania Chapter may be proposed by any member of the Pennsylvania Chapter in good standing. Such proposals shall be submitted in writing to the Chapter Director at least sixty (60) days prior to a Governing Board meeting or special meeting at which such amendments are to be considered. The Governing Board must approve the proposed changes by a majority vote for the proposal to take effect.

Section 2: Emergency - The Board may suspend the provisions of the by-laws in case of Emergency.

Approval History:

Adopted 12/7/2019

Amended: 8/18/21 / 9/19/21

Who we are and what we do:

EdTA's mission is shaping lives through theatre education by: honoring student achievement in theatre and enriching their theatre education experience; supporting teachers by providing professional development, networking opportunities, resources, and recognition; and influencing public opinion that theatre education is essential and builds life skills.

The International Thespian Society (ITS), founded in 1929, is an honorary organization for high school and middle school theatre students located at more than 4,100 affiliated secondary schools across America, Canada and abroad. The mission of ITS is "honoring student achievement in theatre." High school inductees are known as "Thespians" and junior high/middle school inductees are known as "Junior Thespians".

The Pennsylvania Chapter of Educational Theatre Association is a registered non-profit organization (Ohio, Domestic Articles/Non Profit Document 200323800762). Our Federal Employer ID is 56-2393017.