

BYLAWS of the MASSACHUSETTS EDUCATIONAL THEATER GUILD, INC.
(Revised October 20, 2018)

ARTICLE: I
NAME

The name of this corporation shall be the Massachusetts Educational Theater Guild, Inc. (hereafter, the METG).

ARTICLE II
MISSION, POWERS, AND GOVERNING INSTRUMENTS

SECTION 1. Mission

The Massachusetts Educational Theater Guild, Inc. exists for the charitable and educational purpose of promoting excellence and strengthening education and access to theatrical arts for middle and secondary school students and teachers. For more than 80 years, the METG has been a leader in arts education, believing that theater has a unique power to enrich and transform young people's lives.

SECTION 2. Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

SECTION 3. Nonprofit Status and Exempt Activities Limitation.

- a. **Nonprofit Legal Status.** The Massachusetts Educational Theater Guild. is a Massachusetts-based non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b. **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any trustee, officer, member, or other private person, except that the corporation 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 Articles of Incorporation and these Bylaws.

SECTION 4. Nondiscrimination Policy

The board members, council members, officers, employees, or other agents of the METG shall not permit in their conduct of the METG's affairs, any restrictions or limitations whatsoever based upon race, color, creed, gender, national origin, sexual orientation or employment status.

SECTION 5. Parliamentary Authority

The latest edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern all proceedings of the METG to which they are applicable and in which they are not inconsistent with these bylaws.

SECTION 6. Governing and Operating Policies

The METG shall regularly maintain and update policies and procedures that govern the operations of the Corporation, including the Board of Trustees, Division Executive Councils, and all METG members and/or employees. These governing policies shall be reviewed annually by the Board of Trustees, and ratified by a two-thirds (2/3) vote of the Board of Trustees.

The rules, policies and procedures set forth in the bylaws and the Governing and Operating Policies are intended to apply under normal circumstances. However, from time to time, there may be situations that require immediate or nonstandard responses. The Governing and Operating Policies do not limit the authority of the leadership to deviate from the normal rules and procedures set forth in bylaws, and/or to deal with individual circumstances as they arise in the manner deemed most appropriate by the organization taking into consideration the best interests of the students, the organization, its representatives, employees, and/or overall leadership community.

ARTICLE III FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st and end on June 30th of the following year.

ARTICLE: IV MEMBERSHIP

SECTION 1. Membership

Membership in the METG is open to all public, private or parochial schools that support the mission of the METG, have applied for membership pursuant to Board-established procedures, and have paid dues for the year.

SECTION 2. Associate Membership

Organizations or individuals, who support the mission of the METG, have applied for membership and have paid their dues for the year, including:

- a. Corporations (for-profit organizations)
- b. Affiliate Members - (government agencies or non-profit organizations)
- c. Individual Members
- d. Alumni Members

SECTION 3. Honorary and Life Membership

- a. The Board of Trustees may at its discretion confer honorary membership on any individual whose exceptional service to the organization over a period of time merits such designation
- b. The Board of Trustees may at its discretion confer life membership on a school director who has brought ten shows into festival.

SECTION 4. Removal

The Chair of the Board of Trustees may remove any member for cause or whenever in their judgment the best interests of the METG shall be served by such removal. A two-thirds vote of the Board of Trustees is necessary for removal.

ARTICLE V FEES

SECTION 1. Setting Fees

- a. The annual fee for member schools shall be payable during the school year with deadlines to be determined by the Board of Trustees.
- b. Fees for Member Schools, Corporate, Affiliate, Individual, and Alumni members shall be established by the Board of Trustees, no later than August 1 of the current fiscal year, with a two-thirds (2/3) vote of those present and voting being required for passage.
- c. Life and Honorary members shall not pay fees upon their acceptance.

SECTION 2. Non-Paying Members

A member school, corporate, affiliate or individual that is required to pay a membership fee, pursuant to Board-established policy, that has not paid shall not be listed as a member of the METG.

ARTICLE VI MEETINGS

SECTION 1. Annual Meeting of the Membership

The Annual Meeting of the METG is for the purpose of presenting annual reports, and the transaction of any other business that may properly come before the meeting,. The date, time and place shall be determined by the Board of Trustees. Members must be provided at least forty-five days' notice of this meeting. At the discretion of division leadership, this meeting may be considered mandatory for all members, regardless of affiliation.

SECTION 2. Special Meetings

- a. Special meetings of the general membership may be held on call by any officer of the organization, regardless of Division affiliation, with the approval of the trustee chair or on written request of twenty (20) percent of the voting membership.
- b. All members shall receive written notification of said meeting at least ten (10) days in advance of the meeting, accompanied by a statement of the business to be considered.

SECTION 3. Quorum

One more than half the voting members present shall constitute a quorum at any annual or special meeting of the membership.

ARTICLE VII BOARD OF TRUSTEES

The Board of Trustees shall be the governing body of the corporation and consists of members elected by the membership at-large; including educators, administrators, and other individuals whose interests support the mission of the METG.

SECTION 1. Officers of the Corporation

Officers of the METG shall consist of the Chairperson of the Board of Trustees, the President and/or Division Director of each Division Executive Council, the treasurer, and the clerk of the corporation. The Executive Director of the METG, appointed by the Board of Trustees, serves as an officer of the corporation and member of the Board of Trustees in an ex-officio capacity.

SECTION 2 Meetings

- a. Regular meetings shall be held at least four (4) times a year, the time and place to be determined by the Board of Trustees.
- b. Special meetings may be called by the trustee chair or by any three (3) Board of Trustee members by giving a written two week notice accompanied by a statement of the business to be considered.

SECTION 3. Quorum

One third of the members shall constitute a quorum of the Board of Trustees.

SECTION 4. Duties of the Board of Trustees

Duties of the Board of Trustees, Councils, and Committees are outlined the METG Governing Policies, as required by Article II, Section 6 of this document.

SECTION 4. Compensation for Board Service

Trustees shall receive no compensation for carrying out their duties as Trustees. The board may adopt policies providing for reasonable reimbursement of Trustees for expenses incurred in conjunction with carrying out Board responsibilities.

SECTION 5. Compensation for Professional Services by Trustees

Trustees are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VIII COMMITTEES

SECTION 1. Special Subjects Committees

- a. May be created for the Division Executive Councils by their leadership or by the chairperson of the Board of Trustees,
- b. The Council leadership or Board of Trustees chairperson shall appoint their members, designate their chairperson, and determine and assign their duties and responsibilities unless otherwise provided for in the bylaw.

SECTION 2 Standing Committees

- a. **Executive Committee**- There shall be an Executive Committee consisting of the Chairperson, Treasurer, Division Executive Committee Presidents, Vice Presidents, Division Directors, and Clerk of the Corporation (who shall serve as recording secretary). Ex-officio members include the METG Executive Director, the METG Director of Advancement, and the METG Director of Education and Advocacy. This committee shall be responsible for the day-to-day oversight of the corporation. Minutes of all Executive Committee meetings will be kept, and taken by the METG Administrator and/or another Board member upon request from the Chair.
- b. **Budget & Finance** – There shall be a Budget & Finance Committee consisting of the Treasurer, Executive Director (ex-officio), Chairman of the Board and two (2) appointed members. This committee shall be responsible for development of a budget, implementation of sound fiscal policy, and managing our fiduciary responsibilities (e.g. reporting to the IRS, annual audits)
- c. **Nominating** – There shall be a Nominating Committee consisting of one at-large member from each Division Executive Council and one (1) Board of Trustee member. This committee shall be responsible for the process to screen and recommend candidates for the Board and respective Executive Councils.
- d. **Personnel and Compensation Committee**-There shall be Personnel and Compensation Committee consisting of the HS and MS Division Presidents, the Chairperson of the Board and two (2) appointed members. This committee shall be responsible for hiring and evaluating the METG Executive Director, determining salaries for METG employees, and reviewing and approving personnel/HR policies.
- e. **Select Committee for Operations**- There shall be a Select Committee for Operations consisting of three Trustees who function in the following roles: Director of Membership, Director of IT and Social Media, and Director of Communications, in addition to the METG Executive Director and the METG Director of Education and Advocacy (serving ex-officio). This committee shall be responsible for working across the organization to strengthen core components of the METG’s infrastructure, including Member Engagement, IT, Social Media Strategy, and Marketing/Strategic Communications.
- f. **Executive Councils** – There shall be four Division Executive Councils: the High School Division, the Middle School Division, the MET Awards Division, and the Education and Outreach Division. These councils shall coordinate the respective activities for their divisions,

including management and evaluation of programs, execution of events, budget/fiduciary management, and member engagement.

1) Division Executive Councils

- a) Each council shall consist of no less than five but no more than eighteen (18) members each.
- b) The Middle School and High School Division Executive Councils shall be made up of a President, one Vice President and other council members elected by the membership at large. The Immediate Past President, of said Council, shall also sit on the council when possible.
- c) The MET Awards Division shall consist of a Division Director and council members elected by the membership at large.
- d) The Education and Outreach Division shall consist of council members elected by the membership at large, and will be chaired by the METG's Director of Education and Advocacy. Should this position become vacant, the Chairperson of the Board of Trustees may appoint an interim Chair until the position is filled.
- e) A secretary shall be appointed by each council and any other representatives the council deems necessary for the efficient running of the council.

2) Meetings

- a) There shall be at least four (4) regular meetings of each Division Executive Council during a fiscal year.
- b) The time and place of the meetings will be determined by the respective Division Executive Councils before the close of the fiscal year.

3) Quorum

- a) One third (1/3) of the Council members shall constitute a quorum of a Division Executive Council.

**ARTICLE IX
ELECTIONS**

SECTION 1 Nominations.

- a. Nominations for the respective Executive Councils and Board of Trustees shall be submitted in writing from member schools, corporate, affiliate, individual, honorary, and life members to the nominating committee for its consideration not later than October 1st for consideration and election at the Annual Meeting of the Membership.
- b. The Nominating committee shall present the slate of candidates to the Board of Trustees for their approval.

SECTION 2. Eligibility

- a. For the HS and MS Division Executive Councils, no member shall be eligible for the office of Vice President or President without having served a minimum of one (1) term on any of the respective Executive Council.
- b. For the MET Awards and Education and Outreach Divisions, eligible members include any current member of the Division Executive Councils or employees of the Corporation (serving as ex-officio members of the Board of Trustees).
- c. No member shall be eligible for more than one (1) officer position for the same term.

SECTION 3. Terms of Office

- a. Presidents, Vice President, and Division Directors shall be elected for one (1) two-year term.
- b. MET Awards and Education and Outreach Division Directors may be elected to serve two (2) additional two-year terms.

- c. All Executive Council members, regardless of division affiliation, may be elected to no more than three (3) consecutive three-year terms.
- d. At-large Board of Trustees members may be elected to no more than three (3) consecutive three-year terms.
- e. Trustees serving as an officer of either the Corporation or Executive Council shall not be required to count time served as an officer against the current time limits for Trustees.

SECTION 4. Elections

- a. Election of Board of Trustee members and Executive Council members will be at the METG Annual Meeting of the Membership. A majority of votes cast by the members are necessary to elect.
- b. Executive Council officers elected by the membership will act in an officer-elect capacity until the close of the current fiscal year, at which point they will assume the responsibilities associated with their elected office.
- c. The Chairman of the Board of Trustees, Treasurer and Clerk of the Corporation will be elected by vote of the Board of Trustees every two years at the METG Annual Meeting of the Membership.

ARTICLE X INDEMNIFICATION

SECTION 1.

The METG shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a board member, council member, officer, employee, or other agent of the METG, or who serves or shall have served at its request as a board member, council member, officer, employee, or other agent of another organization in which it has an interest, or who serve at its request with respect to any employee benefit plan, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except that this provision shall not eliminate or limit the liability of any such person (i) for any breach of his or her duty of loyalty to the METG or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which he or she derived an improper personal gain. In effecting such indemnity and reimbursement, the board of directors of the METG may enter into such agreements and direct the officers of the METG to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

SECTION 2.

Indemnification of persons specified in Section 1 of the Article may include payment by the METG of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Bylaw or under Chapter 180 of the Massachusetts General Law.

SECTION 3.

The METG shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, council member, officer, employee, or other agent of the METG, or is or was serving at the request of the METG as a board member, council member, officer, employee, or other agent of another origination in which it has an interest, against any liability incurred by him or her in any such

capacity, or arising out of his or her status as such, whether or not the METG would have the power to indemnify him or her against the liability.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of this corporation all of its assets remaining after making provision for its liabilities shall be transferred and assigned to such other organization or organizations classified as a Section 501(c)(3) organization by the Internal Revenue Service of the United States of America, as may be selected by the Board of Trustees of the METG.

**ARTICLE XII
NO PERSONAL LIABILITY**

The board members, council members, officers, employees and other agents of the METG shall not be personally liable for any debt, liability or obligation of the METG. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the METG, may look only to the funds and property of the METG for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due or payable to them from the METG.

**ARTICLE XIII
AMENDMENTS**

SECTION 1.

These bylaws may be amended at any annual or special meeting of the METG by a two thirds (2/3) vote of members present and voting. The amendment having been proposed by the Board of Trustees, a copy of the proposed amendment must be circulated to every member school and individual entitled to vote one (1) month prior to the meeting of the METG.

SECTION 2.

All proposed amendments shall be presented to the Board of Trustees for its consideration before distribution.