

# **By-Laws**

## 1. NAME

1.1 The name of this organization is Thieves Gilde, Inc., hereinafter referred to as TG. The organization shall do business as the Thieves Gilde.

## 2. PURPOSES

2.1 The amusement of the public by a troupe of actors who are interested in furthering the appreciation of historical forms of entertainment.

2.2 The provision of performance opportunities for people in the community who are interested in alternative performing styles and stage combat techniques.

2.3 To establish, create, and maintain realistic properties for the training and performances referred to above and to obtain facilities for the manufacture, care, and storage of such properties.

2.4 Education and training in theater arts in the Community, especially pertaining to stage combat and stunt work.

2.5 Enjoyment and promotion of dramatic productions and skills amongst the members of TG and the public in general.

2.6 To do any and all things that are necessary, incidental, and lawful in connection with the purposes expressed above.

## 3. DISCRIMINATION

3.1 It shall be the express policy of the TG and of all its members, and directors that there shall be no discrimination on the part of the TG, its members, or directors against any person or organization on account of race, religion, national origin, sex or sexual preference, gender, age, or disability. Anyone who wishes to take part in the activities of the TG will be eligible for consideration in the desired activity and will not be given consideration due to race, religion, national origin, sex or sexual preference, gender, age or disability.

4. MEMBERSHIP

4.1 Membership in TG is open to all interested individuals.

4.2 Membership status is given to an individual upon that individual's completion of a Membership Form.

4.2.1 Membership Forms must be reviewed at least once every year.

4.3 Members attain voting status after being a member for six (6) months.

4.4 Members must be involved in the development, production, performance or direction of a show or event for TG at least once in a two (2) year time period to maintain their voting status.

4.4.1 Serving in an official TG position shall be an appropriate substitute for this requirement.

4.5 Should a member lose their voting status, they may regain voting status upon being involved in the development, production, performance or direction of a show or event for TG or by serving in an official TG position.

4.6 It should be noted that all members are considered to be volunteers. No member, Board members included, shall receive compensation for their time or effort from TG.

4.7 An individual may cancel their own membership at any time.

5. BOARD OF DIRECTORS

5.1 The opportunity to serve in a voting position on the TG Board of Directors (Board) is open to all interested members twenty-one (21) years or older.

5.1.1 Executive directors must have a signed Waiver within the past year, be a member with current voting status, and must have been a member for at least two (2) years.

5.2 Candidates running for positions on the Executive Board shall be voted on at the Annual Meeting. Candidates running for positions on the Administrative Board shall be voted on at the monthly board meeting and not the Annual Meeting.

5.2.1 In the case that a position on either the Executive or Administrative Board becomes vacant, that position can be filled as soon as possible following the same voting procedures.

5.3 Members with voting status can nominate anyone for an Executive or Administrative Board position, in writing or by email, submitted to the Membership Coordinator.

5.3.1 All nominations must be submitted and accepted by nominee two (2) weeks before the Annual Meeting.

5.3.2 Proxy votes must be given to the Membership Coordinator no later than three (3) days before the Annual Meeting.

5.4 The Board of Directors shall consist of Executive Directors, Administrative Directors, and Production Directors.

5.4.1 The Executive Directors shall be four (4) in number and shall be the following officers of the TG:

- President
- Vice President
- Secretary
- Treasurer

5.4.2 Executive Directors are elected by a vote of members with voting status.

5.4.2.1 Positions are voted on in the following order: President, Vice President, Treasurer, and Secretary.

5.4.2.2 It will not be permissible for an individual to occupy more than one Executive Director position at any one time.

5.4.3 The duties of the Executive Directors shall be in accordance to the items contained within the Duties and Responsibilities section of the Thieves Gilde Operations Manual.

5.4.4 The Administrative Directors shall be three (3) in number and shall consist of the following:

- Historian
- Marketing Director
- Membership Coordinator

5.4.5 Administrative Directors are voted on by the entire voting portion of the Board of Directors.

5.4.5.1 Each candidate will be interviewed by the Board of Directors prior to voting.

5.4.5.2 Administrative Directors will be voted on after the Executive Board positions. The individuals currently occupying the Administrative Directorships may take part in this vote.

5.4.5.3 Those holding an Administrative Directorship may not vote for themselves during this process.

5.4.6 The duties of the Administrative Directors shall be in accordance to the items contained within the Duties and Responsibilities section of the Thieves Guild Operations Manual.

5.4.7 The Production Directors shall be three (3) in number and shall consist of the following:

- Directors Committee Chair
- Training Coordinator
- Technical Director

5.4.8 Each committee shall appoint their representative as per their guidelines set forth in the Thieves Guild Operations Manual.

5.4.9 The duties of the Production Directors shall be in accordance to the items contained within the Duties and Responsibilities section of the Thieves Guild Operations Manual.

5.5 It shall be permissible for the same person to occupy Executive, Administrative and Production Directorships.

5.6 The President, Vice President, Secretary, and Treasurer positions shall be filled each year. All other positions shall be filled if possible, but it will not be a violation of these by-laws to leave one or more of the remaining positions unfilled.

5.6.1 It shall be permissible to vote in Board members at a different time from the Annual Meeting, in the event that a Board member leaves their position for any reason.

5.7 The by-laws of the TG may be amended to eliminate or add the types and number of positions, except that there must always be a President, Vice President, Secretary, and Treasurer.

5.8 Board Members may be removed from any position they hold by a vote of no confidence.

## 6. MEETINGS

6.1 The Board of Directors will meet at least once per month.

6.1.1 All members of TG may attend these monthly meetings.

6.2 There shall be an annual meeting of the Board of Directors held in May of each year at a predefined location. The meeting shall be advertised as being open to the public.

6.2.1 The annual meeting shall not be a substitute for the monthly meeting for the month during which it is held.

## 7. VOTING

7.1 Votes will only be cast by the voting Board Members for the following reasons:

- Amendments to these by-laws or documents referenced within these by-laws
- Expenditure and/or allocation of Guild funds and resources
- Election/Removal of Board Members

7.2 An individual occupying positions as an Executive, Administrative and/or Production Director shall be considered a voting Board Member.

7.2.1 Each Board member may cast only one (1) vote towards each issue regardless of the number of Board positions they may occupy.

7.3 A majority of the voting members of the Board of Directors present at a meeting of the Board shall constitute a quorum for purposes of voting; however, if fewer than five (5) voting members are present at any meeting, there shall be no quorum.

7.4 A vote of no confidence must be unanimous by all voting Board Members.

7.4.1 In the case that the vote of no confidence concerns a voting Board Member, that individual may not vote and the lack of their vote shall not be reason to see the vote of no confidence as other than unanimous.

## 8. AMENDMENTS

8.1 This document may be amended by at least a two-thirds (2/3) vote of the total number of voting Board Members in favor.

8.2 Any other documents referenced in these by-laws may be amended by at least a majority vote of all voting Board Members in favor, except where noted.