

Holly Theatre Community Center, Inc.
By-Laws

Article I
Purposes and Powers

Section 1. NAME

This organization is incorporated as a non-profit corporation under the laws of the State of Georgia and shall be known as the Holly Theatre Community Center, Inc. (here in after also referred to as the "*Corporation*").

Section 2. PURPOSE

- A. This nonprofit corporation is established as a publicly supported charitable organization, operating exclusively for tax exempt purposes, and specifically for the preservation, restoration, and operation of the Corporation's theater building as a community center for cultural educational, artistic, live theater and other performances, exhibits, programs, and similar public uses for the citizens of Dahlonega, and Lumpkin County, Georgia and surrounding territory.
- B. This Theatre shall be nonpartisan, nonsectarian, and its primary objectives shall be to promote the Arts in the community without discrimination in favor of or against any citizen or business enterprise.
- C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, 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 as set forth herein.
- D. No substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation; and it shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Article II
Membership

Section 1. ELIGIBILITY FOR MEMBERSHIP

- A. Any natural person, separately identifiable business entity, or organization, having an interest in the Mission, Vision, and Values of the Corporation shall be eligible for membership under the rules and regulations prescribed by the Board.
- B. A natural person member must be at least 18 years of age.
- C. Membership shall be for a period as set by the Board.

Section 2. DONATIONS

- A. Membership shall be granted when a minimum donation is made to the Corporation according to policies set by the Board.
- B. The Member shall, upon donating to the Corporation, be issued evidence of membership for the period which is covered.

- C. Members in good standing as described herein under A. and B. and in any Board policies, are eligible to vote in matters presented to them by the Corporation.

Section 3. TERMINATION OF MEMBERSHIP

- A. Any member may be expelled from membership by a vote in favor of expulsion by three-fourths (3/4) of the Board members present at any meeting of the Board where the regular business of the Board can be carried out.
- B. A member may be removed for any of the following reasons:
 - 1. Conduct unbecoming a member, which is conduct prejudicial to the Mission, Vision, and Values of the Corporation.
 - 2. Acting in the name of the Corporation without authority from the Board.
- C. Expulsion shall occur only after the member has been provided notice and an opportunity for a hearing in accordance with procedures to be established by the Board.
- D. Any member shall resign their membership upon being so requested by the Board.
- E. All resignations by other means will be in writing.

Section 4. VOTING

- A. Each member shall be entitled to cast one (1) vote in accordance with the procedure to be established by the Board.
- B. No member who is a firm, business entity, or organization shall have more than one (1) vote; vote will be cast by such persons as designated by the organization.
- C. The members of the Corporation shall vote on matters submitted to the members by the Board, electing and serving as directors or officers of the Corporation, and being counted toward a quorum at any meeting of the membership.
- D. The Board may establish certain categories of memberships for purposes of encouraging public support of the Corporation (e.g. "charter", "sustaining", "regular").

Section 5. HONORARY MEMBERSHIP

- A. Distinction in public affairs may also confer eligibility for honorary memberships. Members who have given exemplary service may be designated as lifetime members at the discretion of the Board. Honorary and lifetime members shall have all the privileges of members, except the right to vote.
- B. The Board may confer or revoke honorary and lifetime memberships by majority vote.
- C. Honorary memberships may be conferred upon persons such as the mayor of Dahlonega, the Chairperson of the Lumpkin County Commission, the Chairperson of the Downtown Development Authority and such other officials supportive of the Mission, Vision, and Values of the Corporation. The honorary membership so conferred shall endure only for the term of office of the forenamed officials.

Article III Meetings of the Membership

Section 1. MEMBERSHIP MEETINGS

- A. The time and place for meetings shall be designated by the Board.
- B. On all questions an affirmative vote of a majority of the membership voting will be sufficient to make a decision.
- C. The membership may vote upon any questions arising for its consideration and the Board hereinafter provided for shall be bound by a decision of the membership.
- D. Written notice stating the time and place of the meeting shall be mailed or emailed to all members not less than thirty (30) days prior to the date of such meeting.
- E. Unless otherwise required by these By-Laws, the annual and regular membership meetings of the Corporation do not have to state the purpose of such meeting.

Section 2. ANNUAL MEETINGS

At least one (1) annual meeting of the membership shall be held.

Section 3. REGULAR MEETINGS

A regular meeting of the membership may be called by the Board at its discretion.

Section 4. SPECIAL MEETINGS

- A. A special meeting of the membership may be called by the Board at its discretion.
- B. A special meeting of the membership shall be called by the Board on written petition of at least 50% of the voting members.
- C. Every call for a special meeting shall specify the purpose of such meeting and the business to be transacted or considered. No business may be transacted at any special meeting which has not been included in the written notice of such meeting.
- D. Any special meeting called by such petition shall be held within forty-five (45) days of the date of said petition being received by the chairperson of the Board.
- E. Written notice stating the time and place of the meeting shall be mailed or emailed to all members not less than thirty (30) days prior to the date of such meeting.

Section 5. QUORUM

- A. The annual and regular membership meetings of the Corporation do not have to have a quorum of the membership to conduct business.
- B. At any special meeting of the Corporation called, the presence of twenty percent (20%) of the total membership shall be necessary to constitute a quorum.

Section 6. PROXIES

- A. On any matter that is to be voted on by members, except for voting for the Board, a member may vote in person or by proxy.
- B. Such a proxy may be granted in writing or email to the secretary of the Corporation.
- C. Every proxy shall be revocable in the discretion of the member.
- D. A proxy may be limited to specific business to be transacted or considered.

Article IV Board of Directors

Section 1. AUTHORITY

- A. The governing and policy making function of the Corporation shall be vested in the Board of Directors (here in these by-laws also referred to as the “*Board*”), which shall control its property and be responsible for its business and direct its affairs.
- B. The Board may prescribe such rules as it may consider necessary for the most efficient handling of its business.
- C. The Board shall have the power to employ or contract staff and independent contractors and to supervise and manage volunteers. The title, functions and authority of the staff will be defined in a job description approved by the Board.
- D. The Board may designate a General Manager or other title as defined by the Board (here in after also referred to as “General Manager”) and assign or delegate specific management and supervision duties to this position.
- E. The Board shall provide a written job description for each staff member and contractor establishing clear lines of authority and enumerating all responsibilities.
- F. The Board shall set such compensation and benefits as necessary for the hiring of the desired staff and contractors.
- G. The Board is responsible for formulating the employment policies of the organization. These policies shall be maintained in a policy manual to be reviewed and revised as necessary.
- H. Decisions of the Board require a simple majority of votes cast with each director having one vote. In the event of a tie, the Chairperson of the Board shall cast the deciding vote.

Section 2. COMPOSITION

The Board shall be composed of eleven (11) members selected in a manner hereinafter set out from the members in good standing of the Corporation membership.

Section 3. QUALIFICATIONS

- A. To qualify for the Board, a candidate must be a member of the Corporation before their term of office begins.
- B. A candidate must be at least 18 years of age to accept nomination to the Board.

Section 4. ELECTION

- A. Three or four directors shall be elected by the membership annually depending on the number of vacancies.
- B. Election to the Board shall be conducted by the general membership.
- C. Ballots will be provided no later than November 1st with the election to be completed by December 1st with the results presented to the membership at the annual meeting.
- D. The board will be notified of the results immediately after the election concludes.
- E. Write-in candidates may be submitted.

Section 5. TERM OF OFFICE

- A. A director's term of office will begin on the first day of January following their election.
- B. Retiring Directors and officers will be recognized at the Annual Meeting.
- C. Each member of the Board shall serve for a term of three years
- D. Members of the board may be elected to no more than two (2) consecutive terms without limitation.
- E. A director that is appointed to replace an elected director who serves less than one year is eligible to serve two (2) additional consecutive terms.
- F. Former directors shall be eligible to stand for election after an absence of no less than one (1) year, provided they continue to be in good standing during their absence from the board.
- G. All directors shall serve without compensation for the performance of their duties.

Section 6. EX OFFICIO BOARD MEMBERSHIP

- A. The immediate past Chairperson and any Chairperson Emeritus / Emerita shall serve as an ex-officio member of the Board.
- B. All normal board members' qualifications must be met in order to maintain Ex-Officio status, with the exception of attendance. Ex-Officio Board Members are invited to attend all Board meetings.
- C. Ex-Officio Board Members but shall not have voting privileges.

Section 7. ATTENDANCE REQUIRMENT

- A. A member of the Board who shall be absent from two (2) regular meetings of the Board in one year shall be subject to being removed from membership on the Board.
- B. The Chairperson of the Board will contact the absent Board member to determine their future status on the Board.
- C. At the next regular meeting of the board following said notification the member may be removed by two-thirds (2/3) majority vote of the Board. The director in question must abstain from the vote.

Section 8. VACANCIES

- A. Vacancies on the Board may be filled by appointment for the remaining term of the vacancy by majority vote of the Board.
- B. Nominations shall be made by the Chairperson.

Section 9. MEETINGS

- A. The Board shall meet not less than monthly in regular meetings.
- B. The Chairperson of the Board may call other such meetings as they deem necessary.
- C. The site of the Board meeting may be at a location other than the principal office of the Corporation at the discretion of the Chairperson of the Board.
- D. Notice of all Board meetings shall designate the time and place of such meetings and shall be mailed or emailed to each Board member not less than ten (10) days prior to each meeting date.

- E. Board members may participate a maximum of twice in one year in meetings of the Board through the use of any means of communication by which all participating in the meeting may simultaneously hear and speak with each other during the meeting. Participation in such a meeting by these means shall constitute presence in person at the meeting.
- F. New Board Members should attend the December meeting and will be vested with voting rights at the January meeting.

Section 10. ACTION TAKEN WITHOUT MEETING

- A. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting in writing or by email.
- B. A minimum of nine (9) members of the Board must sign the action or respond to the email.
- C. Said action will be considered approved when 8 members of the board have voted in the affirmative.
- D. The action will be included in the minutes of the next board meeting.

Section 11. QUORUM

The presence of six (6) of the members of the Board shall be necessary to constitute a quorum.

Section 12. RESTRICTIONS

The Board may not take out a mortgage, line of credit, or borrow money secured by the building or any assets of the Corporation without an affirmative vote of the majority of the members at any annual, regular or special meeting providing the notice for the meeting states the substance of the action to be taken.

**Article V
Officers**

Section 1. DEFINITIONS

- A. The officers of the Corporation shall consist of a Chairperson of the Board, Vice Chairperson, Secretary, and Treasurer.
- B. A board member shall not hold more than one (1) office simultaneously.

Section 2. ELECTION

- A. The Chairperson of the Board, Vice Chairperson, Secretary, and Treasurer shall be elected from the Board by the Board at the December board meeting.
- B. Any Board member may nominate another Board member for office.
- C. The incoming Board members shall vote in the election for the new officers.

Section 3. TERM OF OFFICE

All officers shall be elected annually by the Board and shall serve for a term of one year to begin on January 1 after the official officer election is completed.

Section 4. QUALIFICATIONS

Officers must be members of the Board during the year in which they are to serve as officers.

Section 5. DUTIES OF THE OFFICERS

A. Chairperson.

1. The Chairperson of the Board shall serve as the executive head of the Corporation.
2. The Chairperson shall preside at all meetings of the membership, Board, and Executive Committee.
3. The Chairperson shall perform all duties incidental to the office and keep the Corporation membership advised as to ways, means, manners and methods by which the usefulness of the organization to the community can be best performed.
4. The Chairperson of the Board shall serve as the official spokesperson for the Board to Civic and governmental agencies and other appropriate audiences.

B. Vice Chairperson.

In the absence of the Chairperson, the Vice Chairperson shall exercise the powers, authority, and perform the duties of the Chairperson of the Board.

C. Secretary

1. The Secretary shall maintain a proper record of the minutes and proceedings of the Board.
2. The Secretary shall attend each meeting of the Board and membership and make a proper record of the business transacted at such meetings.
3. The Secretary shall preserve all books, records and minutes of the Corporation.
4. The Secretary shall maintain the roll of the membership.
5. The Secretary shall maintain a list of all committees appointed by the Chairperson.
6. The Secretary shall provide correspondence necessary for the operation of the Board and perform all other duties prescribed by the Board.
7. The Secretary shall, with the assistance of the Chairperson, prepare the monthly Board Agenda.

D. Treasurer.

1. The Treasurer shall adhere to appropriate accounting procedures and maintain the financial records of the Corporation. for annual audits and direct completion of annual audit.
2. The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board.
3. The Treasurer shall prepare financial reports, the annual operating budget, use of credit lines and such financial matters as directed by the Board.

Section 6. VACANCIES

- A. Vacancies of any officer may be filled by appointment for the remaining term of the vacancy by majority vote of the Board.
- B. Nominations shall be made by the Chairperson.

Article VI Committees

Section 1. AUTHORITY

- A. It shall be the function of committees to make investigations, conduct studies, and make recommendations to the Board, and to carry out such activities as may be delegated to such committees by the Board through the Chairperson of the Board.
- B. No action by any committee shall be binding upon or constitute an expression of the policy of the Corporation until such actions have been approved or ratified by the Board or the Executive Committee.
- C. The chairperson of each committee shall report to the Board and shall obtain approval from the Board for any work undertaken by the committee.
- D. The Chairperson will select the members of the committee.
- E. The Chairperson shall schedule and conduct all meetings of the committee.

Section 2. QUORUM

A majority of the named committee members shall constitute a quorum except that when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 3. APPOINTMENTS

- A. Standing Committees.
 - 1. The Board shall appoint all standing committees.
 - 2. Standing committees shall serve at the discretion of the board.
 - 3. The Chairperson of the Board shall appoint all standing committees' chairpersons.
 - 4. The Chairperson of the Board may appoint a new committee chairperson at any time.
 - 5. Standing committees remain in effect until the Board votes to disband the committee.
- B. Executive Committee
 - 1. The officers of the Corporation and the Artistic Director shall serve as the Executive Committee of the Board.
 - 2. The Executive Committee will be vested with the power to take any action that the Board itself might take in the interim between meetings of the Board.
 - 3. It shall be at the discretion of the Chairperson of the Board when to request a vote of the Executive Committee.
 - 4. Action of the Executive Committee must be by unanimous vote to be approved.
 - 5. The Executive Committee shall report monthly to the Board such acts as it may take involving the Corporation.
 - 6. The Chairperson of the Board shall serve as Chairperson of the Executive Committee.
- C. The Nominating Committee
 - 1. The Chairperson of the Board shall appoint no later than the July Board meeting, the Nominating Committee.
 - 2. No later than the September meeting following its appointment, the Nominating Committee shall present to The Board its slate of nominees.

3. The Nominating Committee shall consist of three (3) Board members.
 4. The Vice Chairperson of the Board shall serve as Chairperson of the Nominating Committee.
 5. The Nominating Committee shall prepare a slate of nominees for the annual election. Dependent upon the year of rotation this slate may consist of three (3) or four (4) candidates for the terms expiring.
 6. The Nominating Committee will verify each nominee's eligibility to run for the board.
 7. The Nominating Committee shall also nominate officers each year. The committee shall report its nominations to the Board at its December meeting.
- D. ADHOC Committee
1. The Chairperson of the Board may appoint such ADHOC committees, and their chairpersons, deemed necessary to carry out the programs of the Corporation.
 2. ADHOC committees shall serve at the discretion of the Chairperson of the Board or until the purposes for which the Committee was appointed have been completed.

Article VII Finances and Funds

Section 1. RECEIPTS

All money paid to the Corporation shall be kept on deposit in financial institutions approved by the Board.

Section 2. DISBURSEMENTS

- A. Upon approval of the budget, the General Manager, Treasurer, or Chairperson of the Board is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.
- B. Any unbudgeted expenses must be approved by the Chairperson of the Board.
- C. The Board shall set the maximum unbudgeted disbursement that the Chairperson of the Board may approve without approval from the Board.

Section 3. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

Section 4. BUDGET

By the December meeting the Treasurer shall present to the Board a budget of estimated expenses for the next year for approval by Board.

Section 5. CONTRACTS

- A. The Chairperson of the Board shall sign all contracts made by the Board.
- B. The Board may authorize such authority to any director for specific instances.

Section 6. AUDIT

- A. The accounts of the Corporation may be audited when a majority of the Board deems it necessary.

- B. The audit will be conducted by a Certified Public Accountant selected by the Executive Committee from bids solicited from CPA firms.
- C. The auditor's report shall be presented to the Board and shall be available to all members of the organization for examination within the offices of the Corporation.

Section 7. BONDING/LIABILITY

The Directors of the Board and officers shall be covered by Directors and Officers liability insurance in an amount set by the Board and paid for by the Corporation.

**Article VIII
Distribution of Assets**

Section 1. PROCEDURE

- A. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws.
- B. No part of said funds shall inure or be distributed to the members of the Corporation.
- C. In the event of dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized, qualified charitable, educational, scientific or philanthropic organization to be selected by the Board.

**Article IX
Indemnification**

- A. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the organization against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the organization, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another organization, whether domestic or foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the organization shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- B. The indemnification provided in Section A. above shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Article X
Parliamentary Authority**

Section 1. ROBERTS' RULES OF ORDER

The current edition of Roberts' Rules of Order shall be the final source of authority in all questions of parliamentary procedure in any proceedings of the Board, committees or divisions of the Corporation unless such rules are not consistent with the Charter of the Corporation or By-Laws of the Corporation.

**Article XI
Amendments, Additions**

Section 1. BY-LAWS

- A. These By-Laws may be amended or altered by a three fourths (3/4) vote of a quorum of the Board and by a majority of the members at any annual, regular or special meetings of the membership providing the notice for the meeting states the substance of the proposed amendments.
- B. Any proposed amendments or alterations shall be submitted to the Board and its members in writing at least thirty (30) days before the meeting at which they are to be acted on.
- C. Any proposed amendments or alterations may be subsequently modified or rejected by a voice vote of the majority of the membership voting at the next annual, regular, or special meeting of the membership.

**Article XII
Tax-Exempt Status**

The affairs of the Corporation at all times shall be conducted in such a manner as to qualify for exemption from income tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

**Article XIII
Enactment**

These amended By-Laws shall become effective immediately upon their adoption in accordance with the provisions of the existing By-Laws (adopted December 5, 2015) and when so adopted shall supersede all previous and active By-Laws and amendments thereto.

Approved and adopted this Seventh day of December 2024.

By _____
Chairperson

By _____
Vice Chairperson

By _____
Treasurer

By _____
Secretary