

**BYLAWS (2018-19)**  
**OF THE**  
**AMERICAN SOUTHWEST THEATRE COMPANY**  
(A New Mexico Non-Profit Corporation)

**Mission Statement**

The American Southwest Theatre Company seeks to enrich the theatrical and educational experience for NMSU students and for our community by providing professional theatre personnel and production/educational resources. ASTC values respect, collaboration, initiative, education, community outreach, and diversity.

**ARTICLE I**

**NAME, LOCATION, & OFFICES**

**1.01 Name**

The name of this corporation is American Southwest Theatre Company.

**1.02 Principal Office**

The principal office of the corporation is located at the NMSU Theatre Arts Department, 1000 E. University Ave. Las Cruces, NM 88003, P.O. Box 30001; MSC3072, Las Cruces, NM 88003-8001, with the initial office of the corporation being as is set forth in the Articles of Incorporation. For the purpose of these Bylaws, any reference to the "principal office" of the corporation shall be deemed to refer to such locations as may be determined by the Board of Directors and set forth in a resolution duly adopted. The corporation may have other such offices as the business of the corporation may require and the Board of Directors may determine.

**ARTICLE II**

**SEAL**

**2.01 Seal**

The corporation shall not have a corporate seal.

**ARTICLE III**

**PURPOSES & POWERS OF THE CORPORATION**

**3.01 Purposes**

The corporation shall carry on and engage in such endeavors as may be deemed necessary and/or advisable and authorized by the Articles of Incorporation and the Nonprofit Corporation Act of the State of New Mexico.

**3.02 Powers**

The corporation shall have all corporate powers provided in the New Mexico Business Corporation Act and shall be entitled to do all things necessary or convenient for the accomplishment or furtherance of any of the business purposes herein stated or stated in the Articles of Incorporation and to do all things necessary or convenient for the protection and benefit of the corporation.

## ARTICLE IV

### MEMBERS

#### 4.01 Members

The Corporation shall have no members.

## ARTICLE V

### BOARD OF DIRECTORS

#### 5.01 General Powers

The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and management of the business affairs of the corporation, as it may deem proper, not inconsistent with the Nonprofit Corporation Act of the State of New Mexico, the Articles of Incorporation, or these Bylaws. The Board of Directors shall cause an annual examination of the books and records of the corporation by an accountant or other qualified person to be selected by the Board of Directors, and copies of the report will be made available to the Directors.

#### 5.02 Number & Tenure

The number of Directors of the corporation shall be between five (5) and twenty-eight (28) voting Directors. Each Director shall hold office for his or her specified term, or until a successor shall have been elected or qualified, or until his or her death, or until he or she shall resign or have been removed as herein provided. Terms of office for Directors shall be for two (2) years and shall generally begin with the new fiscal year. Directors who are elected more than halfway through the year shall be considered interim Directors for the remainder of that year and shall begin the standard two-year term on July 1. Interim Directors shall have all the same rights and responsibilities as non-interim Directors. There are no prescribed limits to the number of terms a Director may serve. A Director may be elected for shorter terms to fill vacancies or for other good reasons. A maximum of three (3) Student Directors may be appointed by the Managing Director or President with input from the Board for a term of one (1) year, with an optional additional one (1) year to follow. Student Directors shall have all rights and privileges of regular Directors, including voting rights, and shall be included in the number of Directors. Election as a Director shall not of itself create any contract rights. In the event that the Board membership falls below 5, the corporation shall continue to conduct business. Increased effort will be made to recruit new Directors until this minimum number is restored.

#### 5.03 Ex-Officio Directors

The Department Head of New Mexico State University Theatre Arts shall serve as Managing Director of the American Southwest Theatre Company (Ex-Officio). The Managing Director is a voting Director of the Board. The Producing Director shall serve as a non-voting Director, regardless of whether or not the Board provides compensation to the Producing Director. The Managing Director is counted for the purposes of determining a quorum; the Producing Director is not.

#### 5.04 Eligibility

Each Director shall be at least eighteen (18) years of age at the time of his or her election to the Board. Additionally, Directors shall meet the following criteria, which must be fully

explained to them by the Board Membership Committee: 1) annually purchase a season ticket; 2) assist with theatre event activities; 3) attend Board meetings and fully participate in assigned committee and Board activities; and 4) contribute financially to American Southwest Theatre Company on an annual basis in accordance with the giving guidelines approved by the Board. Giving guidelines will be set at the annual meeting of the Board. Student Directors are exempt from criteria 1 and 4 above.

#### 5.05 Board Membership Committee

The Board of Directors shall appoint a Board Membership Committee. The Board Membership Committee shall recommend the necessary qualifications for Board membership and recommend candidates for election to the Board. The Managing Director shall be responsible for seeing that the Board membership list and handbook are updated annually, that name badges are provided as needed, and that appropriate training of new Directors takes place. The names of proposed new Directors shall be presented by the Committee at the next regular Board meeting. A proposed new Director shall be voted on as soon as possible after their name is proposed.

#### 5.06 Removal of Director

Any and all non-Ex-Officio Directors of the Board may be removed with cause by a majority vote of the Directors attending any meeting at which such removal is considered, and at which there is in attendance a quorum of the Board. Cause for removal may consist of willful misconduct, dishonesty, lack of participation in activities and/or missing four (4) meetings in a period of twelve months or three (3) consecutive meetings, or any other reason that may be specified by the Board of Directors in advance. A Director may be removed without cause only upon a vote of seventy-five percent (75%) of the voting Directors of the Board. A Director may resign at any time by giving written notice to the Managing Director, Producing Director, or to the President of the Board of Directors. Unless otherwise specified in the notice, the resignation will take effect upon its receipt.

#### 5.07 Regular Meetings

The frequency and dates of regular meetings of the Board of Directors shall be fixed by the Board of Directors. The Annual Meeting shall take place in May in lieu of a regular monthly meeting. Official elections and review of required documents (bylaws, giving guidelines, etc.) shall take place at the Annual Meeting.

#### 5.08 Special Meetings

Special meetings may be called by the President, the Managing Director, any two (2) Officers, or at the request of any three (3) Directors.

#### 5.09 Notice of Special Meetings

Written notice of special meetings shall be sent by email or telephone not less than (2) days prior to the date of such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board needs to be specified in the notice or waiver of notice of such meeting. The means of notification of regular meetings of the Board and Executive committee may be determined by the Board and its Officers.

5.10 Quorum

One-third of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.11 Voting

At any meeting of the Directors, every voting Director present in person at such meeting shall be entitled to one (1) vote and, except as otherwise provided by law or by these Bylaws, the act of majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors. Directors may not vote by proxy. Only Directors may vote. In lieu of in-person voting, the President or Managing Director may request a vote electronically. This vote may occur between regularly scheduled meetings. Electronic ballots must contain a response due date and time. Electronic votes will be tabulated by the requestor and the results shared to all Directors. One third of the Directors must reply to constitute a quorum.

5.12 Informal Action by Directors

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken is approved by at least a quorum of all Directors entitled to vote with respect to the matter under consideration or with unanimous approval of the Officers.

5.13 Vacancies

Any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of an increase in the numbers in Directors, may be filled at any regular meeting of the Board of Directors.

5.14 Compensation

No compensation will be paid to any member of the Board of Directors for services as a Director.

5.15 Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless written dissent of such action is filed with the secretary of the meeting before adjournment thereof.

5.16 Liabilities of Directors

No person who is now, or who later becomes, an active Director of the corporation shall be personally liable to its creditors for any indebtedness or liability; and any and all creditors shall look only to the assets of this corporation for payments. To the extent possible, the Board shall purchase and maintain Directors and Officers liability insurance to protect the Directors and Officers from liability arising from their actions on behalf of the corporation.

ARTICLE VI

OFFICERS

6.01 Number

The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the Board of Directors), a treasurer, a secretary; and such other officers

as may be elected or appointed by the Board of Directors. Other than that of President, offices may be jointly held by a single Director. The Managing Director and the Producing Director as Ex-Officio Directors are considered to be appointed officers of the Board.

6.02 Election & Term Office

The officers of the corporation shall be elected annually (at the May meeting) by the Board of Directors no later than May 31 for a one-year term beginning July 1. If the election of officers cannot be held by such date, the election shall be held as soon thereafter as may be reasonably convenient. Vacancies, or new offices, may be filled at any meeting of the Board of Directors. Each officer shall hold office for one year, or until his or her death, or resignation, or removal in the manner described herein unless special circumstances, as voted by a quorum of the Board, deems necessary for a shorter period. Any officer may have his or her term of office extended when approved by the Board of Directors.

6.03 Removal

Any officer elected or appointed by the Board of Directors may be removed with cause by a majority vote of the Directors attending any meeting at which such removal is considered, and at which there is in attendance a quorum of the Board. Cause for removal may consist of willful misconduct, dishonesty, lack of participation in activities, misappropriation of funds, persistent absences and/or failure to perform the duties of the office to which elected or appointed.

6.04 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

6.05 President

The President shall be the principal executive officer of the corporation and shall supervise and control all of the business and activities of the corporation. The President, in consultation with the Managing Director, shall have the authority to sign all contracts and other documents that the Board has authorized to be executed, except in cases where the signing and election thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the corporation, or those cases required by law to be otherwise signed or executed. In addition, the President shall in general perform all duties incident to the office of President and such other duties as shall be prescribed by the Board.

In the absence of the President, the Managing Director shall have the authority to sign all contracts or other instruments that the Board of Directors has authorized to be executed.

6.06 Vice-President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event that there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time-to-time may be assigned by the President or by the Board of Directors.

6.07 Treasurer

The Treasurer shall:

- A. Have the charge and custody of and be responsible for all funds and securities

of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and, see that all monies and other valuable effects in the name of the corporation are properly deposited and accurate accounts are maintained;

B. Disburse, or cause to be disbursed, the funds of the corporation based upon vouchers for such disbursements;

C. Provide a monthly report indicating the income and expenditures of the organization;

D. In general, perform all the duties incidental to the office of Treasurer and such other duties as from time-to-time may be assigned by the President or by the Board of Directors.

#### 6.08 Secretary

The Secretary shall:

A. Keep and distribute the minutes of the meetings of the Board of Directors and Executive Committee;

B. See that all notices are duly given in accordance with the provision of these Bylaws, or as required by law;

C. Keep a register of the post-office address, phone number, and e-mail address of each Director of the Board that shall be furnished to the Secretary by such Director. The list shall be distributed by the Secretary to the Directors as the list is updated;

D. In consultation with the Managing Director, assure that all registrations, renewals, and updates of the organization are registered with the state, according to law;

E. In general, perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned by the President and the Board of Directors.

#### 6.09 Managing Director

The Department Head of the Theatre Arts Department of New Mexico State University shall be the Managing Director of the corporation. The Managing Director shall serve as the principal financial officer and advise the officers and Directors of the corporation in the business affairs of the corporation. The Managing Director, in consultation with the President of the corporation, shall have the right to sign all contracts or other instruments that the Board of Directors has authorized to be executed. The Managing Director shall serve as the liaison between the corporation and New Mexico State University.

In the absence of the Managing Director, the President shall have the authority to sign all contracts or other instruments that the Board of Directors has authorized to be executed.

In cases where the Managing Director can no longer oversee their responsibilities, the Dean of the College of Arts and Sciences at New Mexico State University shall appoint a successor. Until such time as a successor is appointed, the President of the Board shall assume all duties of the Managing Director.

6.10 Producing Director

The Producing Director, who is appointed by the Managing Director after consultation with, and with approval from, the Board, shall be a liaison between the Company and the Board of Directors. Additionally, they serve as liaison between the American Southwest Theatre Company and the community-at-large. They shall actively fundraise on behalf of the Board and assist in leading and managing all Board activities. The position of Producing Director is contracted annually for the fiscal year and is renewable; the contract of the Producing Director may be terminated at any time at the discretion of the Managing Director in consultation with the Executive Committee.

6.11 Executive Committee

The President, the immediate Past President if still a Director, the Vice President(s), Secretary, Treasurer, and the Managing Director shall constitute the Executive Committee. A majority of members of the Executive Committee shall constitute a quorum.

A. The Executive Committee shall meet on a regular basis or as often as its members shall agree. Special meetings of the Committee may be called by the President, the Managing Director, or any two (2) members of the Committee acting in concert;

B. The Executive Committee shall be delegated responsibility for acting upon any and all matters having to do with the day-to-day operations of the corporation in an emergency situation until such time as at least a quorum of the Board can convene. Any actions taken by the Executive Committee in such emergency situations must be reported to the Board as soon as possible. This may be done by e-mail;

C. In the absence of a quorum at a duly noticed meeting of the Board of Directors, the Executive Committee may act upon any matter upon which the Board is competent and empowered to act under these Bylaws under unanimous approval from all committee members. In such event, any actions taken by the Executive Committee shall have the weight and authority of the full Board of Directors;

D. The Executive Committee may appoint committees to carry out specific duties and functions, consistent with the Articles of Incorporation and the Laws of the state of New Mexico. The chairman and members of such committees shall be appointed by the President or their proxy, and the committee shall report to the officer or Director specified by the Executive Committee.

ARTICLE VII

CONTRACTS. LOANS. CHECKS. & DEPOSITS

7.01 Contracts

No contract shall be signed by the President and/or by the Managing Director, or by any other officer or director or agent of the corporation, unless the same is authorized by the Board of Directors of the corporation. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined or specific instances. All contracts must be signed by both the Managing Director and the President. The President's signature may be obtained after the contract has been executed.

7.02 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness thereof shall be issued unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

7.03 Checks. Drafts. Etc.

The Treasurer shall review vouchers authorizing checks to be issued to pay any legal debt incurred by the corporation. The Managing Director must sign all such vouchers. In the absence of the Treasurer, the President or the Vice-President acting in the place of the President will review vouchers. In the event that the role of Treasurer and that of Managing Director are held by the same individual, an officer of the Board other than the Treasurer must review and sign off on all transactions that have not previously been approved by the Board and noted in the minutes. Vouchers will be submitted to the NMSU Business Office for issuance of a check. In instances where corporate funds are maintained in financial accounts outside the purview of New Mexico State University, the Managing Director and the NMSU Theatre Arts Fiscal Assistant shall be authorized to deposit funds to any and all financial accounts. The Managing Director, with the approval of the Treasurer if a separate person, otherwise with the approval of the Board and noted in the minutes, may withdraw funds from any and all financial accounts. Approval must be in writing and may be obtained after the fact but no later than 30 days from the date of the withdrawal.

7.04 Deposits

All cash amounts over approved petty cash and box office change setup must be deposited to a bank or University account in a timely manner. If the Board wishes to maintain a petty cash account, accurate receipted records showing signed approval from the Managing Director or the Board President must be maintained and be spot audit ready at all times.

7.05 Investments

The Board shall be responsible for the supervision of the investment and management of the Organization's investment assets. The Board may delegate authority over the Organization's investments to a properly formed and constituted Investment Committee, being a Board Committee comprised only of Directors. Any changes in the investment portfolio of the Board that are recommended by an approved Investment Committee must be reported to the Board no later than the next scheduled meeting of the Board and approved by a vote.

ARTICLE VIII

FISCAL YEAR

8.01 Fiscal Year

The fiscal year of the corporation shall be July 1 through June 30, or as determined by the Board of Directors and set forth in a resolution duly adopted.

ARTICLE IX

RECORD RETENTION AND DOCUMENT DESTRUCTION

9.01 Record Retention

The corporation acknowledges responsibility to preserve information relating to litigation, audits and investigations per the Sarbanes-Oxley Act of 2002. American Southwest Theatre Company will suspend all regularly scheduled document destruction when litigation against



the corporation or against a subsidiary is pending, imminent or contemplated.

9.02 Responsibility for Notification

Board Directors have an obligation to notify the Managing Director and the President of potential or actual litigation, external audit, investigation or similar proceeding involving American Southwest Theatre Company that may have an impact on the approved records retention schedule.

ARTICLE X

MISUSE OF RESOURCES/PROPERTY

10.01 Misuse

American Southwest Theatre Company will investigate any suspected fraudulent or dishonest use or misuse of the corporation's resources or property by its company, Directors, or volunteers. All suspicions of such activity should be reported to the Managing Director or President and will be reviewed by the Executive Committee. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person. American Southwest Theatre Company will use its best efforts to protect reporting persons against retaliation.

ARTICLE XI

WAIVER OF NOTICE

11.01 Waiver

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS

12.01 Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws adopted only at the annual meeting of the Board of Directors of the corporation upon the vote of two-thirds (2/3) of those entitled to vote on this matter. Any proposal to amend these Bylaws shall be included in the notice of the meeting at which the amendment is proposed.

Approved: \_\_\_\_\_

\_\_\_\_\_  
Managing Director

\_\_\_\_\_  
President