



## **Cleveland Performing Arts Ministries**

### **Code of By-Laws**

#### **ARTICLE I**

##### **Meeting of Trustees and Quorum**

The regular meetings of the Board of Trustees shall be held quarterly or more frequently as deemed necessary. Any Trustee can call a meeting and meetings may be held anytime a quorum is present and reasonable efforts have been made to notify Trustees of said meeting. A quorum shall be defined as three (3) Trustees minimum. Trustees shall be elected for three (3) years and shall continue in office until their successors are elected and qualified.

#### **ARTICLE II**

##### **Order of Business**

The order of business of the Trustees at the regular meetings, unless dispensed with or modified by a majority vote, shall be as follows:

1. Prayer.
2. Reading of minutes from previous meeting and acting thereon.
3. Reports and statements of Officers and Committees.
4. Unfinished business.
5. New or miscellaneous business.
6. Adjournment.

#### **ARTICLE III**

##### **Salaries**

The yearly salaries of the Trustees and Officers of the Company are hereby fixed as follows:

Trustees, \$ 0; President, \$ 0; Vice President; \$0 Secretary, \$ 0; Treasurer, \$ 0;  
Public Relations Officer; \$0

## **ARTICLE IV**

### **Definitions, Responsibilities and Terms**

#### **Voting Membership**

Definition: The voting membership of CPAM shall be defined as those members who are at least eighteen (18) years of age and who have participated for at least five (5) years (not necessarily consecutive) and are currently active in the ministry (participated in the previous year's season).

Responsibilities: The voting membership is responsible for ratifying new Trustees and approving by-law changes.

#### **Trustees**

Definition: The Trustees shall act as the board of directors of the non-profit organization "Cleveland Performing Arts Ministries" (CPAM). A Trustee must have participated in the ministry for ten (10) years (not necessarily consecutive) and must currently be active in the ministry. A Trustee must be at least twenty-five (25) years of age.

Responsibilities: CPAM shall have five (5) Trustees sit as its board members. These Trustees shall be responsible for the following:

1. Holding meetings on at least a quarterly basis.
2. Appointing qualified persons to fill the positions of CPAM Officers.
3. Approving a budget.
4. Submitting proposed changes of the By-Laws for approval by the Voting Membership.
5. Bearing fiduciary and legal responsibility for the organization.

Terms: Trustees shall have a three (3) year, renewable term. At the end of each term, any eligible member of the ministry, including the sitting Trustee whose term is expiring, may submit their name for consideration for the open position. If a Trustee is being renewed, he/she must be re-ratified by the voting membership. There is no limit to the number of terms a Trustee may serve.

#### **Officers**

Definition: Officers are the Executive Committee of the Organization and are responsible for day-to-day operations. Officers do not have to be Trustees. An Officer must have participated in the ministry for five (5) years (not necessarily consecutive) and must currently be active in the ministry. An Officer must be at least twenty-one (21) years of age.

Responsibilities: CPAM shall have five (5) Officers sit as its Executive Committee. These Officers shall be responsible for the following:

- Duties of President: It shall be the duty of the President to preside at all meetings of Officers, to sign the records thereof, to ensure that all contracts are current and insurance coverage is sufficient and up to date, to act as the Statutory Agent for the Organization, and, in general, to perform all the duties usually incident to such office, or which may be required by the Trustees.
- Duties of the Vice President: It shall be the duty of the Vice President to attend all the meetings of the Officers; to preside during the absence of the President, and, in general,

perform all the duties usually incident to such office or which may be required by the Trustees.

- Duties of Secretary: It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the Officers; give all notices required by law and by the Officers and Trustees; keep proper records and secure back-ups of the Organization's activities and keep copies of all contracts entered into by the Organization. On the expiration of term of office, the Secretary shall deliver all books, papers and property of the Organization to a successor or to the President; and, in general, shall perform all the duties usually pertaining to the office.
- Duties of Treasurer: It shall be the duty of the Treasurer to maintain corporate financial records, pay all expenses out of the corporate checking account, sign checks, ensure tax returns are filed on a timely basis, approve payment up to predetermined limits, develop a budget proposal, ensure expenditures are within budget guidelines and report discrepancies, and report any and all relevant financial information to the Trustees, on the expiration of term of office, the Treasurer shall deliver all books, papers and property of the Organization to a successor or to the President; and, in general, shall perform all duties usually pertaining to the office.
- Duties of Public Relations Officer: It shall be the duty of the Public Relations Officer to chair the Public Relations Committee and manage the publicity for all CPAM related events; and, in general, perform all the duties usually incident to such office, or which may be required by the Trustees.

**Terms:** Officers shall have a three (3) year, renewable term. There is no limit to the number of terms an Officer may serve. At the end of each term, any eligible member of the ministry, including the sitting officer whose term is expiring, may submit their name for consideration for the open position.

## **ARTICLE V**

### **Elections**

Trustees shall be elected by the Voting Membership according to the definitions and guidelines listed below. Trustees shall choose Officers of the Company.

Trustees: After taking applications from eligible members, the current Trustees shall discern and put forth a new slate of Trustees to be ratified by the voting membership. Trustees have the right to nominate or put forth names of eligible members who have not officially applied, after obtaining their consent.

The voting membership shall vote to ratify the slate. The voting membership must be notified at least two (2) weeks in advance that a vote will be held.

If the slate is ratified by majority vote, then the new Trustees shall be installed at the next board of Trustees meeting. If a nominee is not ratified, the voting membership shall choose an alternate from a list of eligible persons (provided by CPAM). The process shall continue until a majority of the voting membership agrees on the new Trustee(s).

Proxy votes are allowed for ratification of Trustees and ratification of proposed changes to the CPAM Code of By-Laws as proposed by the Trustees.

## **ARTICLE VI** **Standing Committees**

Meeting Attendance: The following persons should have an open invitation to any CPAM meetings *ex officio* (by virtue of their office):

- Trustees\*
- Officers
- Spiritual Director\*
- Legal Counsel \*
- Executive Director
- Director
- Assistant Director
- Music Director

\* Only the Trustees, Legal Counsel and Spiritual Director may attend Trustee Meetings. Others may attend by invitation only.

Finance Committee: There will be a standing Finance Committee. The Treasurer shall sit on this committee. The House Manager shall sit on this committee. This committee shall meet regularly and report to and assist the Treasurer.

Public Relations Committee: There will be a standing Public Relations Committee. This committee will handle the publicity for *Tetélestai* and also for other CPAM/*Tetélestai* related events. The Web Committee shall be a sub-committee of the Public Relations Committee. The Public Relations Committee shall report to the Public Relations Officer.

Church Contact Team (CCT): There shall be a standing CCT Committee. This committee shall meet regularly and be chaired by the Executive Director, who shall report to the President. To be on CCT a person must be an active cast or crew member and have been on cast or crew at least two (2) years. CCT members shall have a three (3) year renewable term based on the discernment of the Holy Spirit.

Responsibilities: CCT members are the liaison between their assigned church venues and the ministry/Executive Director. Working in teams of at least two people, CCT keeps effective lines of communication open from planning through performances and follow ups as needed

## **ARTICLE VII** **Discipline**

Trustees shall be responsible for prayerfully disciplining one another. They are also responsible for disciplining the Officers. Trustees/Officers may be disciplined or removed only by decision of a quorum of the board.