

**CODE OF REGULATIONS**  
**OF**  
**EDUCATIONAL THEATRE ASSOCIATION**

**ARTICLE I**

**Name, Mission, Purpose and Location**

**Section 1.1. Name, Mission, and Purpose.** The name of this Ohio nonprofit corporation is the Educational Theatre Association (“EdTA”). We acknowledge that the corporation is founded on the traditional territory of Hopewell, Adena, Myaamia, Shawnee, and Osage land colonially known as Cincinnati, Ohio. The principal purpose of EdTA, among other purposes, shall be consistent with the Articles of Incorporation and shall be to create an artistic, educational and professional network for theatre arts educators, students, professionals and enthusiasts to share ideas and support the effort to have theatre arts (including film, television, and other related electronic media) recognized in all phases of education and lifelong learning through: (1) cultivating support to sustain and grow EdTA in all communities; (2) honoring the work and recognizing the achievement of EdTA’s members and others; (3) producing accessible educational events, programming and publications to expand the knowledge and skills base for EdTA’s members and the field of theatre education; (4) promoting the work of EdTA and its membership to the public and other organizations; (5) serving EdTA’s members by being the leading advocate for theatre arts education; (6) supporting EdTA’s volunteer leader network; and (7) promoting high professional standards.

**Section 1.2. Location.** The principal office of EdTA at which its general business shall be transacted and where the records of EdTA shall be kept shall be determined by the Board of Directors.

**ARTICLE II**

**Membership**

**Section 2.1. Eligibility.** Membership in EdTA shall be open to all who support the mission and goals of EdTA and meet the requirements for membership. EdTA reserves the right to refuse membership to any individual EdTA believes not to be in compliance with these Regulations or the policies of EdTA, as determined by EdTA. The membership requirements and dues shall be determined by the Executive Director consistent with the policies established by the Board of Directors.

**Section 2.2. Divisions and Classes.** The Board of Directors shall by written policy establish divisions and classes of membership. Unless otherwise determined by the Board of Directors, EdTA shall have two (2) divisions of membership: (1) EdTA Professional Membership and (2) International Thespian Society Membership. The Board of Directors by written policy may establish other divisions and classes of membership in EdTA. The Board of Directors may amend or revoke any such policy by a majority vote of the Board of Directors.

**Section 2.2.1. EdTA Professional Membership.** The adult professional membership division of EdTA represents individuals preparing for or currently or formerly involved in the theatre education profession and related fields.

**Section 2.2.2. International Thespian Society Membership.** The student honor society membership division of EdTA is the International Thespian Society (“ITS”). The three current classes of ITS membership are: (1) Thespians; (2) Junior Thespians; and (3) Honorary Thespians.

**Section 2.3. Conditions of Membership.** Members agree to all terms and conditions of these Regulations, as well as the following:

(a) To sign and be governed by the EdTA Code of Professional Standards;

(b) To sign and be governed by the EdTA Troupe Handbook, if applicable, in administering the school’s Thespian or Junior Thespian troupe;

(c) To donate overpayments up to and including \$10.00 in any individual transaction with EdTA to EdTA’s scholarship fund.

#### **Section 2.4. Meetings of the Members.**

**Section 2.4.1. Annual Meetings.** The annual meeting of the Members of EdTA shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates between June and October of each calendar year.

**Section 2.4.2. Regular and Special Meetings.** Regular and special meetings of the Members shall be held at any time or place, within or without the State of Ohio, pursuant to a resolution of the Board of Directors or to a call signed by the President or not less than twenty percent of the Voting Members.

#### **Section 2.5. Notice of Meetings**

**Section 2.5.1. Regular and Annual Meetings.** Written notice of each regular and annual meeting of the Members stating the place and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Member at a specified address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. Notice of regular and annual meetings must be posted on the EdTA website at least thirty days before the meeting date and must include a description of the business to be conducted.

**Section 2.5.2. Special Meetings.** Written notice of each special meeting of the Members stating the place, time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting,

excluding the day of the meeting, to each Member at a specified address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

**Section 2.5.3. Waiver.** Any Member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

**Section 2.6. Voting Members.** Each Professional Member in Good Standing shall be a Voting Member and shall have voting rights. Only Voting Members shall receive a voting ballot.

**Section 2.6.1. Good Standing.** Good Standing is achieved when a Professional Member, no less than thirty-five days prior to a meeting of the Members, not counting the day of the meeting, has (i) met the requirements for membership established by the Board of Directors, (ii) an “active” membership status and (iii) paid all outstanding dues established by the Board of Directors. Professional Members, including Troupe Directors, with a membership status of “pending,” “inactive” or “withdrawn” are not considered to be in Good Standing.

**Section 2.7. Non-Voting Members.** Any Member who has not met the requirements of Section 2.6.1, Good Standing, is a non-voting Member.

**Section 2.8. Quorum.** The Voting Members present at any meeting of the Members shall constitute a quorum for the meeting.

**Section 2.9. Voting.** For all meetings of the Members, each Voting Member shall be entitled to cast one vote on any question coming before the Members. All votes shall be cast either at the meeting or on electronic ballots submitted at least 24 hours prior to the meeting. A Voting Member shall not appoint a proxy for oneself or vote by proxy at a meeting of the Members. Unless otherwise provided in these Regulations, the affirmative vote of a majority of the ballots cast (regardless of whether such votes are cast at the meeting or electronically), shall be sufficient to transact any business.

**Section 2.10. Resignation.** Any Member may resign by filing a written resignation with the Executive Director. Resignation, however, does not relieve a Member from liability for any membership dues or other amounts owed and unpaid as of the date of resignation.

**Section 2.11. Withdrawal.** Any Member may have membership withdrawn for adequate reason by EdTA. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for withdrawal and does not require advance notice to the Member. Any Member proposed for withdrawal for other reasons

shall be given advance written notice including the reason for the proposed withdrawal, opportunity to contest the proposed withdrawal in writing or in person before the Executive Director, and final written notice of the Executive Director's decision.

**Section 2.12. Written Action.** Any action that may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting when authorized in a written action signed by a majority of the Voting Members. Any electronic transmission that contains an affirmative vote or approval of a Voting Member is a signed writing for the purposes of this section.

### **ARTICLE III**

#### **Organization and Governance**

**Section 3.1. Organization.** EdTA shall be organized to include a Board of Directors, officers, chapter directors and committees.

**Section 3.2. Governance Style.** The Board of Directors shall employ policy governance as its style and approach to the governance of EdTA.

**Section 3.3. Areas of Governance.** The Board of Directors shall adopt, publish and follow policies that govern EdTA in the following four areas: (a) Aims/Ends; (b) Executive Limitations; (c) Governance Process; and (d) Board/Executive Director Relationship. These policies shall be reviewed regularly on a schedule established by the Board of Directors and changes made as deemed necessary or appropriate.

### **ARTICLE IV**

#### **Board of Directors**

**Section 4.1. Powers and Duties.** The entire direction and management of the affairs of EdTA shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of EdTA, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of EdTA. A Director shall serve in good standing, and complete all committee duties, as well as those they have volunteered to complete. Such duties should be in the best interests of EdTA and represent the organization in good faith.

**Section 4.2. Qualifications.** Any Voting Member of EdTA is eligible to serve on the Board of Directors. In selecting Appointed Directors, the needs of EdTA shall be considered by the Board of Directors in determining the persons whose qualifications best serve EdTA.

**Section 4.2.1. Eligibility for Board Position.** No current EdTA staff member is eligible to serve on the Board of Directors. Any former staff member of EdTA who is also a Voting Member in Good Standing is eligible to serve on the Board of Directors following a minimum of two years post-employment.

**Section 4.3. Number of Directors.** The Board of Directors shall consist of the following: (a) the President; (b) the Vice President; (c) six Elected Directors; (d) three Appointed Directors, who are selected by the Board of Directors; and (e) the Past President for one year immediately following the end of their Presidency. The number of

Directors may be increased or decreased by an affirmative majority vote of the Voting Members. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

#### **Section 4.4. Term of Office.**

**Section 4.4.1. Elected Directors.** An Elected Director shall hold office for a term of three years commencing on the July 1 after the day of the closure of the election in which the Elected Director is elected and ending on the June 30 of the third year thereafter or until a successor is elected and qualified. An Elected Director may serve no more than two full three-year terms; provided that, however, the filling of an unexpired term of less than three years created by a vacancy shall not constitute a full term.

**Section 4.4.2. Appointed Directors.** Effective for the term starting July 1, 2020, The Board of Directors shall appoint three Directors for a term of four years commencing on the July 1 after the day of the regular meeting of the Board of Directors at which the Appointed Director is appointed and ending on the June 30 of the fourth year thereafter, or until a successor is appointed and qualified. An Appointed Director may serve no more than one full four-year term; provided that, however, the filling of an unexpired term of less than four years created by a vacancy shall not constitute a full term.

**Section 4.4.3. Staggered Terms.** The Board of Directors, excluding the officers, may be divided into three groups or classes, each consisting of approximately one-third of the then current total number of Directors, excluding the officers. The Directors in each group shall be elected or appointed, as the case may be, for a term of three years such that the term of office of one such group shall terminate each year. To maintain three classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-third of the Directors' terms expire each year.

**Section 4.5. Election of Directors.** The Elected Directors shall be elected at the annual meeting of the Members, or at a special meeting of the Members called for such purpose. The election of Elected Directors shall be by a plurality of electronic votes.

**Section 4.6. Appointment of Directors.** The Appointed Directors shall be appointed at a regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. The appointment of Appointed Directors shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

**Section 4.7. Removal.** At a meeting duly called and held for such purpose, the Board of Directors may remove any Director (not including the President or Vice President) by a majority vote.

**Section 4.8. Vacancies.** The Board of Directors may fill any vacancy that may occur in the Board of Directors, including Elected Directors, Appointed Directors, President and Vice President, by election of a successor Director to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote

of the Directors constituting a quorum and entitled to vote at such meeting. The unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations. An individual may be elected only once to complete an unexpired term.

#### **Section 4.9. Meetings.**

**Section 4.9.1. Regular Meetings.** The Board of Directors may establish regular meetings of the Board of Directors. Such meetings shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

**Section 4.9.2. Special Meetings.** Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

#### **Section 4.10. Notice of Meetings.**

**Section 4.10.1. Regular Meetings.** Written notice of each regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Director at their specified address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived.

**Section 4.10.2. Special Meetings.** Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five days before the meeting, excluding the day of the meeting, to each Director at their specified address according to the current records of EdTA or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

**Section 4.10.3. Waiver.** Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

#### **Section 4.11. Quorum and Voting.**

**Section 4.11.1. Quorum.** The presence of a majority of the Directors of the Board of Directors at a duly-called meeting shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

**Section 4.11.2. Voting.** At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board, except the President who shall cast a vote only in the case of a tie. Unless otherwise provided in these Regulations, a majority vote of the voting Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

**Section 4.11.3. Proxy Voting Prohibited.** A Director shall not appoint a proxy for their vote by proxy at a meeting of the Board of Directors.

**Section 4.12. Adjourned Meetings.** When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 4.13. Written Action.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

**Section 4.14. Attendance Through Electronic Communications Equipment.** Meetings of the Board of Directors may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting. Notwithstanding the foregoing, at least two meetings per year of the Board of Directors must be scheduled as in-person meetings.

**Section 4.14.1. In-Person Meetings.** In the event that an in-person meeting is impractical due to natural disaster, pandemic, or financial restraints, the Board of Directors may vote to convert an in-person meeting to an electronic meeting.

**Section 4.15. Advisory Board.** The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory Board and to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

## ARTICLE V

### Officers

**Section 5.1. Officers.** The officers of EdTA shall be a President, Vice President, Treasurer, Secretary, and Assistant Secretary who shall be the Executive Director of EdTA. No person may hold more than one office at a given time.

**Section 5.1.1 Signature of Authority.** The officers of the EdTA Board, in their capacity as an officer for and on behalf of the Association, are authorized to

sign, execute, deliver, amend, replace and substitute all documents, instruments, contracts and agreements to carry on the business, operations and activities of the Association.

**Section 5.2. Qualifications.** All officers of the Board of Directors must be Voting Members of EdTA who have demonstrated leadership and service to EdTA. To serve as Treasurer or Secretary, an individual shall be either an Elected or Appointed Director. In selecting a Treasurer, the financial expertise of the candidates shall be considered by the Board of Directors in determining the person whose qualifications best serve EdTA. In selecting a Secretary, the ability to take and keep accurate minutes and records shall be considered by the Board of Directors in determining the person whose qualifications best serve EdTA.

**Section 5.3. Election and Term of Office of the President and Vice President.** The Vice President shall be elected by a plurality of votes of the Voting Members cast by the voting members during the election period. The Vice President shall serve a two-year term. The Vice President shall automatically succeed to the office of President for a two-year term. The President shall automatically succeed to the office of Past President for a one-year term as a voting member. No member shall serve more than one term as Vice President, President, or Past President.

**Section 5.4. Election and Term of Offices of the Treasurer and the Secretary.** The Treasurer and the Secretary shall each be elected by a majority vote of the Board of Directors present at the first meeting of the Board of Directors after the start of the term. The Treasurer and the Secretary shall each serve a one-year term. The Treasurer and the Secretary may each be re-elected and serve more than one term.

**Section 5.5. Powers and Duties.** Officers of EdTA shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

**Section 5.5.1. Duties of the President.** The President shall have the following duties:

- (a) Act as the presiding officer of EdTA;
- (b) Preside at all meetings of the Board of Directors or other general assemblies of EdTA;
- (c) Sign the records of EdTA and in general perform all duties usually incident to such office or which may be required by the Board of Directors, including the enforcement of these Regulations and all rules promulgated by the Board of Directors;
- (d) Determine the number and kinds of committees in consultation with the Board of Directors;
- (e) Provide for representation of the concerns and opinions of ITS student leadership to the Board of Directors;



- (f) Be an official spokesperson for EdTA and the Board of Directors; and
- (g) Serve as ex-officio member of all committees.

**Section 5.5.2. Duties of the Vice President.** The Vice President shall have the following duties:

- (a) Perform the duties of the President in the event of the absence, incapacity, or resignation of the President;
- (b) Be an official spokesperson for EdTA and the Board of Directors upon the consent of the President; and
- (c) Serve as ex-officio member of all committees.

**Section 5.5.3. Duties of the Treasurer.** The Treasurer shall have the following duties:

- (a) Serve as chair of the Finance Committee;
- (b) Review the financial monitoring reports provided by the EdTA Staff;
  - (i) Address questions about the monitoring reports to the Executive Director;
  - (ii) Share these questions and answers with the Board;
- (b) Oversee the creation of the Executive Director's salary determination proposal according to Board policy;
- (c) Make motions in Board meetings about financial decisions.

**Section 5.5.4. Duties of the Secretary.** The Secretary shall have the following duties:

- (a) Supervise the taking and keeping of accurate written minutes of all meetings of the Board of Directors;
- (b) Provide counsel to the EdTA Staff in keeping of the records and documents of EdTA; and
- (c) Provide counsel to the EdTA Staff in keeping of accurate records of membership and proceedings of EdTA.

**Section 5.5.5. Duties of the Assistant Secretary.** The Assistant Secretary shall have the following duties:

- (a) Take and keep or supervise the taking and keeping of accurate written minutes of all meetings of the Board of Directors;
- (b) Supervise the custody of the records and documents of EdTA; and
- (c) Keep or supervise the keeping of accurate records of membership and proceedings of EdTA.

**Section 5.5.6. Duties of the Past President.** The Past President shall have the following duties:

- (a) To advise and share their insight and information gained from their tenure as President with the current President and the Board to ensure a smooth transition and a successful continued operation of the organization, as needed and requested; and
- (b) Serve as chair of the Nominating Committee until the next Past President takes office

**Section 5.6. Signature of Authority.** All deeds, mortgages, leases, bonds, and notes shall be signed by an authorized officer with the written consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

**Section 5.7. Removal.** At a meeting duly called and held for such purpose, the Board of Directors may remove the President or Vice President by a two-thirds majority vote of the Board of Directors. Removal of any other officers is subject to the stipulations in Section 4.7.

**Section 5.8. Vacancies.** The Board of Directors, by a majority vote, may fill any vacancy that may occur in the office of President or Vice President by electing a current or former Director, but not a former President or Vice President, to hold office during the unexpired term of the vacant office. Such unexpired term shall not count as a term of office as defined by these Regulations and may be served in addition to the term limits established by these Regulations.

**Section 5.9. Ex Officio.** OfficioEx officio members of committees are persons who are members by virtue of some other office or position that they hold. Ex officio members of committees have the same rights and privileges as do all other committee members, including the right to vote. These ex officio members would neither be counted in determining the number required for a quorum nor in determining whether or not a quorum is present.

## ARTICLE VI

### **Chapters. Chapter Directors and Chapter Boards**

EdTA may designate or approve Chapters for geographic regions. The Board of Directors shall by written policy establish the definition and governance of Chapters for

geographic regions. The Board of Directors may amend or revoke any such policy by a majority vote of the Board of Directors.

## ARTICLE VII

### Committees

**Section 7.1. Standing Committees.** The Nominating Committee, Finance Committee, and Governance Committee shall be standing committees.

**Section 7.2. Other Committees.** The Board of Directors may create other committees, which shall have such powers and perform such duties the Board of Directors prescribes.

**Section 7.3. Authority of Committees.** The President with the approval of the Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

**Section 7.4. Nominating Committee.** The Nominating Committee shall function according to Article VIII.

**Section 7.5. Finance Committee.** The Finance Committee shall advise the Board of Directors on the budget, investments, finances and fiscal operations of EdTA. The Finance Committee shall provide for the annual review of the books and accounts of EdTA and recommend the independent auditor to be retained by the Board of Directors. The Finance Committee shall function according to a committee charter.

## ARTICLE VIII

### Nominating Committee

**Section 8.1. Composition of the Nominating Committee.** The Nominating Committee shall consist of the following individuals: (1) the immediate Past President of EdTA, who shall serve as the Chair of the Nominating Committee and will only vote in case of a tie; (2) the President and Vice President of EdTA who will be voting members; (3) the Executive Director of EdTA who will be a nonvoting member of the Nominating Committee and while privy to the discussion will not be involved in any decision making; (4) one senior EdTA staff member appointed by the Executive Director who will be a nonvoting member; (5) two Chapter Directors of EdTA selected by the CDs at summit who will be voting members; and (6) two EdTA members who are neither chapter directors nor EdTA Board members who will be voting members, nominated by the Board or Chapter Directors and selected by the Board. The Committee once named will be posted on the EdTA website. The Chair of the Nominating Committee shall establish the meeting dates and places of the Nominating Committee. If the immediate Past President is unable to serve, the Board of Directors shall appoint another Past President to serve as Chair of the Nominating Committee.

**Section 8.2. Purpose and Duty.** The Nominating Committee shall proactively seek and verify the curriculum vitae submissions and present a list of nominees for the

offices of elected Board Director, President and Vice President at least one hundred and twenty days before the date of the election closure.

**Section 8.3. Terms of Office.** Members of the Nominating Committee shall serve a two-year term coinciding with the term of the EdTA President.

**Section 8.4 Nomination Process for EdTA Directors and President and Vice President.** The Nominating Committee shall mail or e-mail and post on the EdTA website at least one hundred and twenty days before the date of the election closure, a minimum of two nominations for each elected EdTA Board Director vacancy or position that is about to expire.

**Section 8.5. Additional Nominations by Petition.** Any Voting Member may petition to have their name placed on the ballot for EdTA Director if the Voting Member has obtained a total of fifteen signatures of other Voting Members with representation from at least three different Chapters, and has submitted that petition to the Nominating Committee through the office of the Executive Director at least seventy-five days before the date of the election closure.

**Section 8.6. Election Process for EdTA Officers and Directors.** No less than fifteen days prior to the date of the election closure, not counting the day of the meeting, the Chair of the Nominating Committee shall present for consideration the list of nominees prepared by the Nominating Committee by means of an electronic ballot. Upon presentation of the list of nominees, all Voting Members shall vote on the list of nominees and nominations by petition, if any, in accordance with Section 8.8 of these Regulations. Nominees shall be elected by a plurality of votes cast (regardless of whether such votes are cast at the meeting or electronically) and results of the ballot will be announced at the annual meeting of the Members. Individuals elected shall assume office at the designated times.

**Section 8.7. Election Process for Additional Nominations by Petition for EdTA Officers or Directors.** If there are additional Members nominated by petition, according to Section 8.6 of these Regulations, the Chair of the Nominating Committee shall ensure the names of the Members nominated by petition are included on the electronic ballot, and follow the procedure described in Section 8.7 of these Regulations. The individuals receiving a plurality of votes of the Voting Members cast (regardless of whether such votes are cast at the meeting or electronically) shall be elected and assume office at the designated time.

**Section 8.8. One Office Position.** Members of EdTA may serve in only one of the following capacities at any one time: President, Vice President, Elected Director, Appointed Director, Chapter Director or Leadership Coach (or the equivalent). When elected to a new office, the Member shall resign from a current office or appointed position effective the first day of the term of office upon election or appointment of a successor.

**Section 8.9. Commencement of Terms of Office.** Members newly elected to EdTA offices shall assume their duties on July 1 immediately following their election and shall continue to serve for the duration of the term and until their successor is elected and such successor's term begins, or until an individual's resignation is accepted, an individual is removed from office, or an individual is otherwise unable to serve.

**Section 8.10. Breaking a Tie.** If there is a tie, with no candidate receiving a plurality of votes for the Board of Directors or Officers, there will be a runoff election in order to break the tie. Nominations will not be re-opened for any new candidates. If the runoff election results in a tie as well, then there will be a coin flip within 14 days to determine a winner. The coin flip will take place on a live video call in the presence of the candidates, Executive Director, and Board President. The President will flip the coin.

## ARTICLE IX

### **Miscellaneous**

**Section 9.1. Fiscal Year.** Unless otherwise fixed by the Board of Directors, the fiscal year of EdTA shall be the calendar year ending on July 31. (see code exhibit A9 S9.1 dated July 21<sup>st</sup>, 2012)

**Section 9.2. Amendments.** The Voting Members may amend, repeal or restate EdTA's Articles of Incorporation and these Regulations at any meeting of the Members by an affirmative two-thirds vote (regardless of whether such votes are cast at the meeting or electronically) of the Voting Members; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting and posted on the EdTA website at least thirty days before such meeting. The Board of Directors on its own initiative may propose amendments, or upon the petition of more than ten percent of the then current Voting Members of EdTA addressed to the Board of Directors through the office of the Executive Director at least sixty days in advance of such meeting. The Board of Directors shall present all such amendments to the Voting Members, with or without recommendation.

**Section 9.3. Indemnification.** EdTA shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer, leadership coach (or the equivalent), committee member, or employee of EdTA (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer, leadership coach (or the equivalent), committee member, or employee, or arising out of such person's status as such a Director, officer, leadership coach (or the equivalent), committee member, or employee (including serving at the request of EdTA as a director, officer, partner, member, employee or agent of another organization). EdTA may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

**Section 9.4. Authority to Borrow. Encumber Assets.** No Director, officer, agent or employee of EdTA shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited liability for any of the above purposes.

**Section 9.5. Deposit of Funds.** All funds of EdTA shall be deposited to the credit of EdTA in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

## **Section 9.6. Conflicts of Interest.**

**Section 9.6.1. Gifts.** No Director, officer or employee of EdTA shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with EdTA without first making a disclosure of such conflict of interest to the Board of Directors.

**Section 9.6.2. Conflict of Interest Procedure.** When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or Director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A, shall be followed.

**Section 9.6.3. Eligibility for Staff Position.** No current board member is eligible to apply for employment on the EdTA staff. Any former board member of EdTA is eligible to apply for a staff position following a minimum of two years post-Board service. Board members and past Board members are eligible for contract work.

**Section 9.7. Hazing.** Hazing by any Member, Director or Officer is not permitted. If any action defined as “Hazing” under the Anti-Hazing Policy has occurred, then the procedures outlined in the Anti-Hazing Policy adopted by the Board of Directors, a copy of which is attached as Exhibit B, shall be followed.

**Section 9.8. Dissolution.** The Members may dissolve EdTA pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of EdTA, EdTA shall, after paying or making provision for the payment of all the liabilities of EdTA, dispose of all assets of EdTA as provided in the Articles of Incorporation of EdTA.

**Section 9.9. Supersession.** These Regulations supersede the Constitution of EdTA adopted on July 14, 2001, and the Bylaws of EdTA adopted on July 14, 2001 and amended on August 26, 2005, on June 27, 2008, on September 27, 2008, amended on June 25, 2010, amended June 23, 2011, amended September 22, 2012.

Adopted 29 June 2007

Amended 27 July 2008

Amended 27 September 2008

Amended 25 June 2010

Amended 23 June 2011

Amended 22 September 2012 (Change to Section 9, Article 9.1)

Amended 28 September 2013 (Change effective 1 August 2015, A4 S4.4.2)

Amended 03 October 2015 (Change effective 03 October 2015)

Amended 16 September 2016 (Change effective 16 September 2016)

Amended 14 September 2018 (Change effective 14 September 2018)

Amended 02 March 2020 (Change effective 02 March 2020)

Amended 01 June 2020 (Change effective 01 June 2020)

Amended 18 March 2021 (Change effective 18 March 2021)

Amended 22 March 2023 (Change effective 22 March 2023)

Code of Regulations Exhibit: Article 9, section 9.1

The Educational Theatre Association Governing Board passed the following motion on January 21st, 2012:

The Educational Theatre Association Governing Board in accordance with the Code (section 9: article 9) accepts the recommendation of the Finance Committee to change the fiscal year to the calendar year.