



Article I

Name, Governance, and Mission

Section 1.1. Name and Purpose:

- a) This organization shall be officially called the Colorado State Thespian Society.
- b) The purpose and aim of the state chapter shall be the advancement and improvement of the program of dramatic arts in Colorado secondary and middle schools in affiliation with the International Thespians Society.
- c) The Colorado chapter is a non-profit unincorporated organization.
- d) The work of the Colorado State Thespians shall be administered by the Executive Board (also referred to as “Officers”) and executed by the Event Planning Board. The collective of both boards shall be referred to as Board of Directors.

Section 1.2. International Affiliation and Mission:

- a) The Colorado State Thespian Society is a chapter of the International Thespian Society and the Educational Theatre Association.
- b) The mission of Colorado Thespians is commitment to fostering a vibrant, equitable, and inclusive cultural landscape by embracing individuals and communities to co-create a Colorado where all can experience the transformative power of the arts. (04/21/2024)

Article II: Membership

Section 2.1. **Membership and Participation:** All Colorado residents who are members of the International Thespian Society, either through affiliation as a troupe director or individual adult paid memberships, are members of the Colorado State Thespian Society. Membership in Colorado Thespians shall be open to all who support the mission of the organization. Membership in an International Thespian troupe is not required for attendance at a Colorado Thespian event.

Section 2.2. **Refusal of Membership and Participation:** Colorado Thespians reserves the right to refuse attendance at any Colorado Thespian event to any individual or group who is believed to not be in compliance with our mission, as determined by the Colorado Thespians Board of Directors.

Section 2.3 **Participation:** All participants at Colorado Thespian events shall be regularly enrolled students or faculty members of Colorado K-12 schools and attend with a school group, not as individuals.

Section 2.4 **Meetings of Adult Members:** Meetings of adult members shall be held at the annual Colorado Thespians Educator Conference, September of each year.

Article III

Organization

Section 3.1. **Organization:** Colorado Thespians Officers shall be organized to include a President, Recording Secretary, Treasurer, and two voting members of the Executive Governing



Colorado State Thespians – Bylaws

Board. The Chapter Events Board may include any and/or all of the positions listed in the Board Manual. Up to 12 State Thespians Officers. Others who may work with Colorado Thespians include volunteer staff; troupe directors; students; and a Chapter Director and/or Executive Director.

Article IV

Executive Governing Board

Section 4.1. **Powers and Duties:** The direction and management of the affairs of Colorado Thespians shall be vested in the Officers: President, Recording Secretary, Treasurer and two at large members shall have discretion over the business activities, funds, and properties of Colorado Thespians, and shall have authority with respect to the expenditures and disbursements exceeding the expenses of normal conference operations or those necessary to carry out the purposes and activities of Colorado Thespians and shall be facilitated by the Chapter Director and/or Executive Director.

Section 4.2. **Qualifications:** In selecting Executive Governing Board members, the leadership shall consider the needs of Colorado Thespians in determining the person(s) whose qualifications best serve the Executive Governing Board. Members of the Executive Governing Board shall have successfully served on a Chapter Events Board for a minimum of (4) years. Candidates must have demonstrated excellence in work ethic, exemplary personal ethics, appropriate decorum, dependability, initiative, and steadfast work towards the mission of Colorado Thespians.

Section 4.3 **Adherence to Policies and Procedures:** All members of the Executive Governing Board shall adhere to the Colorado Thespians Manual of Operations set forth for Colorado Thespians and are expected to certify that they have read, understand, and will follow the guidelines.

Section 4.4 **Executive Board member Election, Transfer and Removal:**

4.4.1. Executive Governing Board Members shall be both elected and appointed.

4.4.2. Elected Executive Governing Board Members shall be voted upon by the existing Executive Governing Board and the Chapter Events Board.

4.5.3. Appointed Members. An Executive Governing Board Member may be appointed by the President of the Executive Governing Board or the Chapter Director and/or Executive Director should the need arise for an appointment in the case of an emergency vacancy including but not limited to a dismissal from the board in accordance with Colorado Thespians bylaws or personal health reasons.

Section 4.5. **Removal:** Any Executive Governing Board Member may be removed by a two thirds ($\frac{2}{3}$) majority vote at a meeting duly called and held for such purpose.

Section 4.6. **Vacancies:** The Executive Governing Board has the right to fill any vacancy at any time as agreed upon by two-thirds ($\frac{2}{3}$) majority vote at a meeting duly called and held for such purpose.



Colorado State Thespians – Bylaws

Section 4.8. **Meetings:** The Executive Governing Board will meet either in person or virtually as necessary. Such meetings shall be held at the time and place, within or out of the state of Colorado, as determined by the Officers. Notice will be given via electronic means as early as feasible.

Section 4.9. **Quorum and Voting:**

Section 4.9.1. **Quorum:** The presence of two-thirds ($\frac{2}{3}$) of the Executive Governing Board shall constitute a quorum for meetings and voting.

Section 4.9.2. **Voting:** At all meetings of the Executive Governing Board, members shall be entitled to cast one vote on any question. Members of the Executive Governing Board must be in good standing with Colorado Thespians and are entitled to vote on policy and financial matters.

Section 4.9.3. **Attendance via Electronic Communications Equipment:** Meetings of the Executive Governing Board may be held in person or through any electronic communications equipment if all persons participating can hear each other or simultaneously communicate with each other. Such participation shall constitute presence at such meetings.

Article V Chapter Events Board

Section 5.1. **Roles, Responsibilities, and Appointments:**

Section 5.1.1. **Powers and Duties:** The direction and management of the affairs of Colorado Thespians, under the guidance and with support from the Chapter Director, shall be vested in the Chapter Events Board to fulfill the mission of the organization.

Section 5.1.2. **Qualification:** In selecting Chapter Events Board members for recommendation, the Chapter Director shall consider the needs of Colorado Thespians in determining the person(s) whose qualifications best serve the position(s). Members of the Chapter Events Board shall have demonstrated a passionate desire to serve, excellence in work ethic, exemplary personal ethics, dependability, initiative, and steadfastness in their work towards the mission of Colorado Thespians.

Section 5.1.3. **Appointment:** Adult State Board Membership may be appointed by the State Chapter Director and a vote of the Chapter Events Board membership. First year Events Board members shall be considered probational members. They shall become continuing members upon completion of one year of service and a majority vote ($\frac{2}{3}$) by the continuing Chapter Events board members.

Section 5.2. **Adherence to Policies and Procedures:** All members of the Chapter Events Board shall



Colorado State Thespians – Bylaws

adhere to the Policies and Procedures set forth for Colorado Thespians in the Operations Manual and are expected to certify that they have read, understand, and will follow the guidelines.

Section 5.3. **Removal:** The Chapter Director has the right to remove any member of the Chapter Events Board at any time for any reason as agreed upon by the Executive Governing Board with a two-thirds ($\frac{2}{3}$) vote at a meeting duly called and held for such purpose.

Section 5.4. **Vacancies:** The Chapter Director has the right to fill any vacancy of the Chapter Events Board at any time as agreed upon by the Executive Governing Board with a two-thirds ($\frac{2}{3}$) vote at a meeting duly called and held for such purpose.

Section 5.5. **Meetings:** All Chapter Events Board meetings will meet either in person or virtually no less than two (2) times and no more than four (4) times a year. Such meetings shall be held at the time and place best determined by the majority, within or out of the state of Colorado. Notice will be given via electronic means as early as feasible.

Section 5.6. **Quorum and Voting:**

Section 5.6.1. **Quorum:** The presence of two-thirds ($\frac{2}{3}$) of the Chapter Events Board shall constitute a quorum for meetings and voting.

Section 5.6.2. **Voting:** At all meetings of the Chapter Events Board, members shall be entitled to cast one vote on any question. Members of the Events Board must be in good standing with Colorado Thespians.

Section 5.6.3. **Attendance via Electronic Communications Equipment:** Meetings of the Chapter Events Board may be held in person or through any electronic communications equipment if all persons participating can hear each other or simultaneously communicate with each other. Such participation shall constitute presence at such meetings.

Article VI Officers

Section 6.1. **Officers:** The officers of Colorado State Thespians shall be the Executive Governing Board composed of the President, Recording Secretary, and Treasurer. No person may hold more than one office at any given time. When elected to a new office, the member shall resign from their current office or appointed position on the Executive Governing Board, effective the first day of the term of office upon election or appointment of a successor. Officer terms begin August 1 of the elected year.

Section 6.2. **Election and Term of Office of the President:**

- a) To serve as President, an individual shall be a Chapter Events Board member for no less than four (4) years.



Colorado State Thespians – Bylaws

- b) The President shall be elected by a two-thirds ($\frac{2}{3}$) majority vote of the Chapter Events Board.
- c) The President shall serve a four year term and may be re-elected and serve more than one term.

Section 6.3. **Election and Term of Office for the Recording Secretary:**

- a) To serve as Recording Secretary, an individual shall be a Chapter Events Board member for no less than four (4) years.
- b) The Recording Secretary shall be elected by two-thirds ($\frac{2}{3}$) majority vote of the Chapter Events Board.
- c) The Recording Secretary shall serve a four year term and may be re-elected and serve more than one term.

Section 6.4. **Election and Term of Office for the Treasurer:**

- d) To serve as Treasurer, an individual shall be a Chapter Events Board member for no less than four (4) years.
- e) The Treasurer shall be elected by two-thirds ($\frac{2}{3}$) majority vote of the Chapter Events Board.
- f) The Treasurer shall serve a four year term and may be re-elected and serve more than one term.

Section 6.5. **Election and Term of Office for the At Large Executive Board:**

- g) To serve as an At-Large Executive Member, an individual shall be a Chapter Events Board member for no less than four (4) years.
- h) At Large Executive Board members shall be elected by two-thirds ($\frac{2}{3}$) majority vote of the Chapter Events Board.
- i) At Large Executive Board members shall serve a four year term and may be re-elected and serve more than one term.

Section 6.6. **Duties of the President:**

The President shall have the following duties:

- a) Preside over all meetings of the Executive Governing Board;
- b) Sign the records of Colorado Thespians and in general perform all duties usually incident to such office or which may be required by the Executive Governing Board, including the enforcement of these regulations and all rules promulgated by the Executive Governing Board;
- c) If needed, serve as an official spokesperson for Colorado Thespians, EdTA, and all Chapter Events Board communication;
- d) Serve on the Chapter Events Board.

Section 6.7. **Duties of the Recording Secretary:**

The Recording Secretary shall have the following duties:

- a) Take and keep or supervise the taking and keeping of accurate written minutes of all Executive Board meetings;
- b) Supervise the custody of the records and documents of Colorado Thespians;



Colorado State Thespians – Bylaws

- c) Keep and supervise the keeping of accurate records of membership and proceedings of Colorado Thespians;
- d) Serve on the Chapter Events Board.

Section 6.8 **Duties of the Treasurer:**

The Treasurer shall have the following duties:

- a) Review financial records which will be prepared by a bookkeeper to submit to the Educational Theatre Association;
- b) Assist the Chapter Director and/or Executive Director in budgeting for large purchases or negotiating contracts;
- c) Carry a Colorado Thespians issued credit card;
- d) Serve on the Chapter Events Board.

Section 6.9 **Election Procedures for Offices:**

- a) Nominations will be accepted prior to the impending term
- b) The top two (2) candidates for each office will go to the final ballot; in the case of one nominee, that individual may be voted in by acclamation.

Article VII Chapter Director

Section 7.1. **Chapter Director Election, Removal and Duties:** To serve as Chapter Director, an individual shall be a voting member in good standing with the Educational Theatre Association.

Section 7.2. **Qualifications:** The candidate must have served as a member of the Executive Governing Board for one term before being nominated and/or elected to the position of Chapter Director.

Section 7.3. **Election:** The Chapter Director shall be nominated and elected with a two-thirds ($\frac{2}{3}$) majority vote by the Executive Governing Board and the Chapter Events Board.

Section 7.4. **Terms:** The Chapter Director shall serve a four (4) year term, at which time the Chapter Director may be re-elected by the Executive Governing Board by letter to the Educational Theatre Association. The Chapter Director may serve more than one term with no limits to the number of terms held. A term begins August 1 and ends July 31 after four years of service.

Section 7.5. **Removal:** The Executive Governing Board may remove the Chapter Director from their office by a two-thirds ($\frac{2}{3}$) majority vote of the Executive Governing Board and the Chapter Events Board, at a meeting duly called and held for such purpose.

Section 7.6. **Vacancies:** Should a vacancy of the Chapter Director position occur, the Executive Governing Board and Chapter Events Board shall have 30 days to elect and notify the Educational Theatre Association.



Colorado State Thespians – Bylaws

Section 7.7. **Educational Theatre Association:** The Chapter Director will make every effort to maintain a strong relationship with the Educational Theatre Association. No staff or board members of the Educational Theatre Association shall have a vote regarding any business including financial or personnel of the Colorado Chapter unless already a member of the Colorado Executive Governing at the time of adoption of these bylaws.

Section 7.8. **Duties:** The Chapter Director has the responsibility for EdTA activities in their respective states or chapters and shall act according to the EdTA Chapter agreements. The Chapter Director acts as an official spokesperson for Colorado Thespians.

Section 7.9. **Co-Directorship:** Colorado Thespians shall permit for co-chapter directors as needed and determined by the Executive Governing Board.

Article VIII State Thespian Officers

Section 8.1. **Student Officers:** An officer must be a student in good standing within a Colorado Thespian troupe. An officer must be able to complete the term of office while still enrolled as a high school student in the state of Colorado.

Section 8.2. **Assignments:** Each Student Thespian Officer (STO) will be expected to perform duties delegated to them by the STO Coordinator or Chapter Director, attend all STO meetings, attend leadership training (when applicable), attend mainstage screenings when possible, serve as the liaison to the students of troupes around the state, assist in the execution of ThesCon and Jr. ThesCon and other duties as assigned by the STO Coordinator.

Section 8.3. **Term of Office:** The term of office shall be from March 1 through February 28 the following year.

Section 8.4. **Removal:**

- a) Any STO who misses more than two (2) meetings within a full year, or displays detrimental behaviors at school, through social media, or at Colorado Thespians events, or any other situation deemed inappropriate by the STO Coordinator may be considered for removal. Consult the State Thespian Officer Agreement for more information.
- b) the Chapter Director and the Executive Governing Board have the right to remove any student member of the board from office at any time.

Section 8.5. **Vacancy:** If a vacancy exists for the State Thespian Officer Board, the remaining State Officers will fulfill the responsibilities created by the vacancy.

Article IX Hiring of Staff



Colorado State Thespians – Bylaws

Section 9.1. **Executive Director:** Colorado Thespians shall provide compensation to the Executive Director as agreed upon by the Executive Governing Board. The Executive Director shall have immediate and overall supervision of the operations of the organization and shall direct the day-to-day business of the organization and maintain any applicable assets and/or properties of the organization. The Executive Director may hire, discharge, and determine the compensation of all contract laborers as needed to support the mission and objectives of Colorado Thespians. The Executive Director may perform additional duties as directed by the Executive Governing Board.

Section 9.2. **Accountant:** Colorado Thespians may provide compensation to an independent Certified Public Accountant or bookkeeper with no less than three (3) bids as suggested by the Chapter Director, Executive Board Officers, or Executive Director and voted upon by the Executive Governing Board. The Certified Public Accountant (hereinafter referred to as CPA) shall have immediate and overall supervision of the accounting and financial auditing of the organization. The CPA shall present a complete and accurate report of the finances to the Executive Director and Executive Governing Board Treasurer and shall complete all financial documents required by the Secretary of State of the state of Colorado and Internal Revenue Service. The CPA will also complete all financial reporting requirements for EdTA.

Section 9.3. **Outside Experts:** Colorado Thespians may provide compensation to outside experts as deemed necessary to promote the programs of Colorado Thespians. Compensation for outside experts shall be at fair market rate.

Section 9.4. **Preclusion from Voting:** A voting member of the Board of Directors who may receive compensation, directly or indirectly, from the organization for services is precluded from voting on matters that may conflict pertaining to that particular compensation.

Article X Miscellaneous

Section 10.1 **Fiscal Year:** Unless otherwise designated by the Officers, July 1 shall set the fiscal year of Colorado Thespians.

Section 10.2 **Amendments**

- a) **Amendments:** Colorado Thespians Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the full Board of Directors at any regular or special meeting duly called for this purpose and reviewed annually.
- b) **Recommendations for Changes:** Recommendations for changes to the bylaws may also be made by any member. The recommendation must be submitted thirty (30) days prior to the annual board retreat in October of each calendar year.

Section 10.3 **Changes:** Changes to the Bylaws must follow parliamentary procedures as outlined in Robert's Rules of Orders.



Colorado State Thespians – Bylaws

Section 10.4 **Indemnification:** Colorado Thespians shall indemnify to the fullest extent permitted by the non profit corporation laws of the State of Colorado each person who was, is, or will be a member of any Board, officer, committee member, or employee of Colorado Thespians against any liability, cost or expense incurred by such person in such person's capacity as such a member of any Board, officer, leadership coach (or equivalent), officer, committee member, or employee (including serving at the request of Colorado Thespians as a director, officer, partner, member, employee or agent of another organization). Colorado Thespians 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 10.5 **Authority to Borrow, Encumber Assets:** No member of any Board, officer, or employee of Colorado Thespians 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 Executive Governing Board.

Section 10.6 **Deposit of Funds:** All funds of Colorado Thespians shall be deposited to the credit of Colorado Thespians in such banks, trust companies, or other depositories as the Chapter Director/Executive Director recommends.

Section 10.7 **Expenditure of Funds:** Any item(s) purchased with monies from Colorado Thespians shall become and remain the property of Colorado Thespians.

Section 10.8 **Conflicts of Interest:**

- a) **Gifts:** No member of any Board, officer, or employee of Colorado Thespians 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 Colorado Thespians without first making a disclosure of such conflict of interest to the Executive Governing Board.
- b) **Conflict of Interest Procedure:** When the Executive Governing Board is considering a proposed transaction that may benefit the private interest of an employee, officer or member of any Board, prudence shall be practiced.
- c) **Non-disclosure and Confidentiality Agreement:** Member of all Boards shall sign a nondisclosure and Confidentiality Agreement to Colorado Thespians to avoid unauthorized or improper disclosures of confidential information. Board members and other volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to Colorado Thespians. It is expected that any board member will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the board or committee, during or even after they complete their service with Colorado Thespians.

Section 10.9 **Representation on Educational Theatre Association Committees:** Any person representing the Colorado Chapter on any Educational Theatre Association Committee must have approval from the Executive Governing Board.



Colorado
Thespians

Colorado State Thespians – Bylaws

Section 10.10 **Dissolution:** The members may dissolve Colorado Thespians pursuant to the applicable provisions of the nonprofit corporation laws of the State of Colorado.

Section 10.11 **Emergency:** The Executive Governing Board may suspend the provisions of this constitution in case of an emergency.

Date:

~~August 2003~~

~~August 2012~~

~~January 2015~~

October 2023