

BY-LAWS

LAKESIDE LITTLE THEATRE, A.C.

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INDEX

ARTICLE I	NAME page 2
ARTICLE II	AIMS AND PURPOSES page 2
ARTICLE III	ADMINISTRATION..... page 2
ARTICLE IV	MEMBERSHIP page 3
ARTICLE V	MEETINGS page 4
ARTICLE VI	RESPONSIBILITIES OF BOARD OF DIRECTORS..... page 7
ARTICLE VII	DUTIES OF ELECTED OFFICERS page 7
ARTICLE VIII	DUTIES OF APPOINTED OFFICERS page 11
ARTICLE IX	COMMITTEES page 12
ARTICLE X	LIMITATIONS AND RESTRICTIONS page 13
ARTICLE XI	REMOVAL OF OFFICERS..... page 13
ARTICLE XII	AMENDMENTS TO THE BY-LAWS.....page 14
ARTICLE XIII	FOREIGNER'S ADMISSION CLAUSE..... page 14
ARTICLE XIV	DIRECTOR AND OFFICER LIABILITIES..... page 14

Bylaws of the Lakeside Little Theatre, A.C. Effective: March 20, 2024

ARTICLE I - NAME

The name of the organization shall be:

LAKESIDE LITTLE THEATRE, A.C. (Pequeño Teatro del Lago, A.C.)
("Association" or "Theatre")

Registered as an Association Civil (A.C.), a non-profit organization in the state of Jalisco, the Republic of México, on November 24, 1986. The Theatre was founded by Betty Kuzell in 1965 and is recognized as the oldest English speaking theatre group in Mexico. All productions and correspondence must include the initials "A.C." for legal purposes.

ARTICLE II - AIMS AND PURPOSES

Mission Statement: To provide theatrical entertainment to the residents and visitors of the Lakeside community; to nurture and develop existing and new talent in every aspect of the performing arts and technical support areas; and to maintain and preserve the Theatre's facility and properties.

ARTICLE III - ADMINISTRATION

Section 1:

The Lakeside Little Theatre, A.C. shall be governed by eleven (11) Directors who shall constitute the Board of Directors (Board) with equal voting power. Six Directors (Officers) shall be elected by the membership at Annual General Meetings. Four (4) Directors shall be appointed by the President subject to the approval of the Board of Directors. The outgoing President (Past President) shall act as an ex-officio director.

Elected:

President
First Vice President
Second Vice President
Secretary
Treasurer
Playhouse Manager

Appointed:

Manager Of Productions
Manager of Public Relations
Manager of Facilities
Director of Development

Ex-Officio:

Past President

Section 2:

The officers shall be elected at the Annual General Meeting of the organization in March, and shall take office on the following May 1st. *The term of office shall be for two years or proportionally less where an appointment is made after the first day of May of any year.*

Section 3:

Eligibility for candidacy for election or appointment to the Board of Directors and for holding such office requires year-round residency at Lakeside and paid-up current membership in the Theatre. To be nominated for the position of President a candidate must have served on the LLT Board of Directors for a minimum of one full two-year term, May 1st to April 30th inclusive.

ARTICLE IV - MEMBERSHIP**Section 1:**

Membership in good standing in Lakeside Little Theatre, A.C. shall be open to all persons residing or visiting the Lakeside area, and by paying annual membership dues, on a fiscal year basis, without pro-ration, the amount of such annual membership dues being established each year by the Board of Directors.

Section 2:

Only members in good standing may vote at any meeting of the membership, hold office, serve on committees (unless an exemption is made by the Board of Directors of LLT), participate in the Season Kickoff Party each year, receive newsletters and information, attend functions not open to the general public and receive other benefits related to membership. Membership is not required to volunteer for a theatrical production whether as cast or crew.

Section 3:

The Board of Directors, as an exception, may grant temporary membership to non-residents or visitors to the Lakeside area, when the Board deems their artistic and/or technical skills and abilities desirable for one production.

Section 4:

Annual membership for the current season shall be granted at no charge to qualified persons that serve as volunteers during each season according to rules set forth by the Board at the first meeting of the Board following each year's annual general meeting. Such rules shall be inclusive to those who serve a minimum number of hours or times during each season whether on stage or in a supporting or administrative role.

ARTICLE V - MEETINGS

Section 1:

The following rules shall apply to meetings:

- A. Attendance and voting at all meetings shall be limited to paid-up voting members.
- B. All meetings shall be conducted according to Robert's Rules of Order.
- C. The Secretary shall assist and advise the presiding officer by acting as Parliamentarian.
- D. Voting members must register their attendance at the door.
- E. A quorum shall consist of twenty-five percent (25%) of the voting membership. If this percentage is not present for the meeting, the presiding officer may call for another meeting immediately, and the subsequent vote of the majority of the voting members present will stand.
- F. The Secretary shall keep accurate minutes of all the meetings.
- G. Majority vote will govern.
- H. The President's vote or presiding officer's vote shall only be considered in the event of a tie vote.
- I. Voting members must be present at the meeting to cast a vote.

Section 2:

Meetings are of the following types:

- A. Annual General Meeting: Shall be held on the third Wednesday of March, with thirty (30) days prior written notice to the membership, such notice providing information of the time, date and place of the meeting, and listing the slate of the Nominating Committee to be presented at the meeting, and any proposed changes to the By-Laws. The business of the Annual General Meeting shall be to:
 - (a) Vote on the report of the officers.
 - (b) Elect from the membership or approve the slate of the Nomination Committee as approved by the Board of Directors, in whole or in part, the elective officers for the next term of office. Any member making a nomination from the floor is required to have first obtained a written statement indicating the written willingness of the nominee to serve in that position for the next term of office.
 - (c) Vote on changes to the By-Laws.
 - (d) Vote on any issues that have been submitted to the President, in writing, at least ten (10) days in advance of the meeting.
 - (e) Vote on any issues submitted by the Board of Directors.

B. Membership Meeting: Shall be held at the time, date and place established by the President with Board concurrence, with thirty (30) days prior written notice to the membership, such notice providing information of the time, date and place of the meeting, and listing the purpose of the meeting and any proposed changes to the By-Laws. The business of the meeting shall be to:

- (a) Vote on any matter relating to the purpose of the meeting.
- (b) Vote on changes to By-Laws.
- (c) Vote on any issues that have been submitted to the President, in writing, at least ten (10) days in advance of the meeting.
- (d) Vote on any issues submitted by the Board of Directors.

C. Emergency Membership Meeting: Shall be provided for only as follows:

- (a) May be called by the President, when the President deems the assets, membership and/or aims and purpose of the Theatre are threatened or being placed in peril or jeopardy. The President shall determine the time, date and place of the meeting, with a prior written notice posted in the general community at least 48 hours in advance of the meeting. The President shall preside.
- (b) May be called by the Past President and/or elected officer(s) in response to the written demand of the membership only in relation to the Removal of Officers (Refer Article XI) and as further described in sub-paragraph (d) 1 and 2 below.
- (c) May be initiated and called for by the membership only in relation to the Removal of Officers (Refer Article XI) and as further described in sub-paragraph (d) 1 and 2 below.
- (d) The technique of the membership's initiation of written demand for an Emergency Membership Meeting only in relation to Removal of Officers (refer Article XI) is as follows:
 - 1. Upon the written request of a voting member, the Second Vice President will provide the member the number of current voting members so as to allow the member to determine the percentages required for paragraphs 2 and 3 immediately following.
 - 2. If twenty percent (20%) of the current membership date and sign a written request for a copy of the Second Vice President's current record of members and addresses so that they may proceed further only in regard to Article XI (Removal of Officers) such copy of the current record of members shall be provided.

3. A written demand signed by no less than thirty-three and one third percent (33-1/3rd%) of the current membership existing on the date of the demand, with such written purpose of the proposed Emergency Membership Meeting, may be presented to the President and/or any currently elected officer(s) at least twenty-five (25) days in advance of the meeting.

If the President and/or elected officer(s) agree to the proposed meeting within ten (10) days of receipt of written demand for same, the procedure is as stated in subparagraph "b" above.

If the President and/or elected officer(s) fail to act within ten (10) days of receipt of written demand, the advising of the entire membership of the time, date, place and purpose of the meeting shall be the financial and physical burden of the members who signed the written demand, and the procedure is as stated in subparagraph "c" above.

(e) In either of the Emergency Membership Meetings described in subparagraphs "b" and "c" above, the following rules shall prevail:

1. Ten (10) days prior written notice of the time, date, place and purpose of the Emergency Membership Meeting must be presented to the entire membership.
2. The Past President will preside. In the event of the non-availability of the Past President, the last serving Past President will preside.
3. The roll of members shall be called and the Emergency Membership Meeting cannot proceed further and shall be adjourned unless seventy-five percent (75%) of the same thirty three and one-third percent (33-1/3rd %) of the members who signed the written demand for the Emergency Membership Meeting are present.

D. Board of Directors Meeting: Shall be held at least once during each calendar month, with the time, date and place established by the President. Five Board members shall constitute a quorum. Only members of the Board present at the meeting (including via electronic means) may vote. The business of the Board of Directors shall be to:

- (a) Receive, review and approve reports of the various Board members.
- (b) Receive, review and approve reports of committees and special appointees.
- (c) Conduct the various affairs of the Theatre.

ARTICLE VI - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following responsibilities:

- A. Govern all affairs of the organization (financial, legal, production, management etc.) according to the Association Civil Charter, Mexican laws and regulations and these By-Laws.
- B. Appoint appropriate persons (Mexican nationals) to be responsible for the preparation, translation, submission and transmission of the necessary legal and financial reports to be submitted periodically to the Mexican government in accordance with the A.C. Charter and Mexican laws and regulations.
- C. Select and produce theatrical events, entertainment, fund-raising events, including workshops, training programs etc. The Board of Directors shall determine the number and types of such events.
- D. Appoint persons, as need be, for specific tasks subject to the approval of the full Board. Such appointments shall not exceed the tenure of the appointing Board member.
- E. The outgoing Board of Directors shall be responsible for the selection and scheduling of the slate of shows for the following regular season.
- F. Determine and approve the use of the Theatre premises by other individuals and/or groups of the performing arts.

ARTICLE VII - DUTIES OF ELECTED OFFICERS

The elected officers have the following duties:

- A. President:
 - (a) Shall be responsible for meeting the requirements of the A.C. Charter and the implementation of these By-Laws.
 - (b) Shall coordinate all activities of the Theatre.
 - (c) Shall represent the Theatre in extra-official situations or designate a substitute when needed.
 - (d) Shall preside over all meetings with the exception of Emergency Membership Meetings described in Article V Section 2, Paragraph C, subparagraphs and (c) and conduct such meetings in accordance with Robert's Rules of Order.

- (e) Shall call for reports from Board members, committees and special appointees.
- (f) Shall appoint Board members as vacancies occur, with the Board's approval.
- (g) Shall appoint, confer and assist Committee Chairs, members and special appointees.
- (h) Shall have the power to remove any appointed Manager or other appointee(s) at any time, at his or her own discretion subject to the approval of the Board of Directors.
- (i) Shall vote on motions in the event of a tie vote.
- (j) Shall receive all mail and other communications directed to the Theatre, and be responsible for its handling.
- (k) Shall preside over social functions of the organization. The President may, in consultation with the Board member in question, and with the approval of the Board, rearrange or assign duties to another Board member, different from those listed in the By-Laws.
- (l) Shall appoint a Box Office Manager, subject to the approval of the Board of Directors, and be the administrator of the ticket sales management system or appoint another person to do so.
- (m) May have signature authority on all Theatre financial accounts.

B. First Vice President:

- (a) In the event of resignation, prolonged or unavoidable absence through illness, accident or other circumstances, the First Vice President shall assume the duties of the President until the return of the incumbent or such time as the Board of Directors determines that an Emergency Meeting be called to conduct an election to replace the incumbent(s) or until the next Annual General Meeting.
- (b) Shall appoint a Play Reading Committee and shall act as or appoint its Chair subject to the approval of the Board of Directors.
- (c) Shall schedule main stage productions and workshops with Board approval.
- (d) Shall attend all auditions or, if necessary, designate a temporary substitute.
- (e) May have signature authority on all Theatre financial accounts.

C. Second Vice President:

- (a) Shall replace the President and First Vice President in absentia. In the event of resignation, a prolonged or unavoidable absence through illness, accident or other circumstances of the President and First Vice President, the Second Vice President shall assume the duties of the President and First Vice President until the return of the incumbent(s) or such time as the Board of Directors determines that an Emergency Meeting be called to conduct an election to replace the incumbent(s) or to await the next Annual General Meeting.
- (b) Shall act as, or appoint a Membership Chair subject to the approval of the

Board of Directors.

- (c) Shall act as or be responsible for the appointment of an Events Support Manager subject to the approval of the Board of Directors.
- (d) Shall be responsible for maintaining the Theatre's email account(s) and for electronically filing all the Theatre's electronic correspondence.
- (e) Shall attend all auditions or arrange for another to act on their behalf for the purpose of soliciting memberships among new attendees.
- (f) May have signature authority on all Theatre financial accounts.

D. Secretary:

- (a) Shall work in cooperation with the appointed Mexican attorney on legal reports required by the A.C. Charter and Mexican laws and regulations.
- (b) Shall keep accurate minutes of all meetings of the Board of Directors and the membership.
- (c) Shall be responsible for drafting correspondence as directed by the President and/or Board of Directors.
- (d) Shall receive and file copies of reports submitted by Board members or others.
- (e) Shall provide, as soon as possible, interim minutes of all Board meetings to the Board for review and approval at the subsequent meeting.
- (f) Shall prepare minutes of the Annual General Meeting and submit to the Notary for translation and subsequent submission to the relevant Mexican authorities.
- (g) Shall act as, or appoint, a Historian subject to the approval of the Board of Directors.

E. Treasurer:

- (a) Shall maintain accurate accounting records including but not limited to assets, liabilities, income and expenses of all activities of the Theatre.
- (b) Shall receive and disburse funds as approved by the President and/or the Board of Directors.
- (c) Shall pay all royalties on all productions, where applicable.
- (d) Shall receive all proceeds from ticket sales, dues, donations coming from members or others and all other funds belonging to the Theatre.
- (e) Shall work in cooperation with the appointed Mexican Accountant on periodic financial reports required by the A.C. Charter and Mexican laws and regulations.
- (f) Shall provide the President and Board of Directors with written monthly reports detailing the financial status of the Theatre.
- (g) Shall provide an annual financial report to the LLT voting membership at the Annual General Meeting.

- (h) Shall have signature authority on all Theatre financial accounts together with at least one other member of the Board as authorized and approved by the Board.

F. Past President:

- (a) Shall act in an advisory capacity to the President and the Board of Directors.
- (b) Shall assist on committees as designated by the President.
- (c) Shall serve as the presiding officer of any Emergency Membership Meeting that occurs as a result of a qualified written demand by the voting members.
- (d) Shall act as or appoint a Nominating Committee subject to the approval of the Board of Directors.
- (e) Shall train, coordinate and schedule individuals to serve as House Manager for all productions or designate another to do so if needed.
- (f) May have signature authority on all Theatre financial accounts.

G. Playhouse Manager:

- a) Shall be responsible for the management of all non-live stage play events including but not limited to projection events (e.g., National Theatre Live, Royal Opera and Royal Ballet, and Broadway), including scheduling, proposing seasonal schedule to the Board of Directors, vendor negotiation, sales reporting and the terms of payments.
- b) Responsible for the coordination of all training events including Actor's Studio, crew workshops, volunteer expositions and Member's Nights.
- c) Shall assist the Manager of Productions in maintaining the Production and Procedures Manual.
- d) Will coordinate Sound and Light Coordinator (tech), Second Vice President and Production Manager (non-tech crew support) to ensure proper support for all productions within the scope of the Playhouse Manager.

H. Powers of Elected Officers: That the following elected members of the Board of Directors: President, First Vice President, Second Vice President, Treasurer and Past President shall have the following powers:

For Acts of Administration - Under the terms set by Article 2554 (two thousand five hundred fifty four) of the Federal Civil Code and the equivalent article of the Civil Code of the State of Jalisco, they have the power to carry out all kinds of operations required to assure the adequate operation of the Association, to pay and receive payments, to acquire properties, to enter into a loan for use agreement, to execute bonds and mortgages, etc. They will also have the powers pursuant to Article 9 Ninth of the General Law of Negotiable Instruments and Credit Operations (*Ley General de titulus y Operaciones de Credito*), including but not limited to listed below: to grant, sign, accept, draw, issue,

endorse and guarantee all kinds of negotiable instruments in accordance with the above-mentioned Article 9 of the General Law of Negotiable Instruments and Credit Operations (*Ley General de Títulos y Operaciones de Crédito*), to open and cancel checking or investment accounts on behalf of the Association in any brokerage firm or in any domestic or foreign banking organizations.

ARTICLE VIII - DUTIES OF APPOINTED OFFICERS

The appointed officers have the following duties:

A. Manager of Productions:

- (a) Shall have overall responsibility for productions.
- (b) Shall oversee the season's production coordinators for the various support departments.
- (c) Shall oversee Directors' budgets of proposed expenditure for each production and where the budget exceeds normal guidelines; submit the exception to the Board of Directors for approval.
- (d) Shall be responsible for maintaining a reference skills and interests inventory of all members.
- (e) Shall be responsible together with the First Vice President for maintaining the Production and Procedures Manuals which will include qualifications, guidelines, directives and rules, subject to approval of the Board of Directors.
- (f) Shall attend all auditions to assess production demands and potential issues of concern or designate a substitute if needed.

B. Manager of Facilities:

- (a) Shall be responsible for supervising the maintenance of all Theatre premises, fixtures and fittings, hire and supervise incidental personnel as required.
- (b) Shall be the custodian of the Theatre's access and building assets.
- (c) Shall be responsible for the supervision of security procedures and equipment.

C. Manager of Public Relations:

- (a) Shall be in charge of all publicity, posters, programs, advertisements and other media in support of all productions and other events at the Theatre.
- (b) Shall be responsible for the supervision of photographic and videography support for the Theatre.
- (c) Shall act as or appoint a Webmaster for the Theatre, subject to the approval of the Board of Directors.
- (d) Shall act as or appoint a Press Relations Representative for the Theatre, subject to the approval of the Board of Directors.

D. Director of Development:

- a) Shall be responsible for the design, implementation and management of all income development/fundraising including distinguished and major giving donor cultivation, stewardship and solicitation.
- b) Shall be responsible for leading the Theatre's efforts for effective relationship management of donors and community/business partners.
- c) Shall strive to establish and maintain relationships with tax exempt organizations in the United States and Canada through which donors may make contributions to the Theatre.

ARTICLE IX - COMMITTEES

A. Nominating Committee:

- (a) The committee responsible for the identification, recruitment and qualification of nominees, making every effort to encourage general membership participation in all LLT activities. The goal of the committee is to seek and find a minimum of two candidates for each elected position.
- (b) The prospective member(s) of this Nominating Committee shall be proposed by the Past President and approved by the Board of Directors by December 1st of each year.
- (c) The committee shall present the list of Nominees to the LLT Board of Directors, for their approval, sixty (60) days in advance of the Annual General Meeting. When approved, the list shall then be published and a ballot presented to the membership at the Annual General Meeting.
- (d) A written statement shall be secured from each nominee indicating his or her willingness to serve in that position. In addition, all nominees shall be required to be present at the Annual General Meeting to state, for the benefit of the membership, their background, Theatre goals and qualifications for office.

B. Play Reading Committee shall consist of three (3) or more members, and shall be appointed by the First Vice President, subject to the approval of the Board of Directors, to assist with the reviewing plays and recommending desirable possible productions to the Board of Directors.

C. Other committees and appointments as needed may be recommended to the Board of Directors by the President.

ARTICLE X - LIMITATIONS AND RESTRICTIONS ON LAKESIDE LITTLE THEATRE, A.C., THE BOARD OF DIRECTORS, AND THE MEMBERS OF THE THEATRE

Section 1:

The Board of Directors has no power to make non-emergency expenditures or incur an obligation or debt in excess of \$10,000 US or its peso equivalent per item for equipment, building or otherwise without voting membership's approval. Emergency expenditures in excess of the authorized amount may be incurred to avoid dangerous and disastrous consequences to the facility and its members, but must be brought to the voting membership for approval as soon as practicable.

Section 2:

Restrictions on members of the Lakeside Little Theatre, A.C.:

- A. Under no circumstances may any member use, or cause to be used, the name of the organization in regard to any endorsement, activity or representation without the prior written approval of the Board of Directors.
- B. No member of the Lakeside Little Theatre, A.C. shall receive any pay or remuneration or payment in kind from the Lakeside Little Theatre, A.C., its members or others for any services, artistic or otherwise, provided to the Lakeside Little Theatre, A.C., without the Board of Directors approval.
- C. Members of the same household shall not serve on the Board of Directors at the same time, but they may serve on Committees.

ARTICLE XI - REMOVAL OF OFFICERS

- A. The membership may remove any member of the Board of Directors or officer only at an Emergency Membership Meeting.
- B. The only basis for the membership's desire, request and/or demand for the removal of officer(s) shall be the membership's assertion of reasonable substantiation and reasonable proof that:

- (a) The officer(s) has (have) exceeded the powers given to him, her or them by these by-laws and the Association Civil.
- (b) The officer(s) has (have) acted openly and improperly against the aims and purposes of these by-laws and the Association Civil.
- (c) The Board of Directors may recommend to the membership the removal of an elected officer or past president who it deems to be no longer capable of fulfilling his or her duties.

ARTICLE XII - AMENDMENTS TO THE BY-LAWS

Section 1:

Any voting member(s) may request a change to these by-laws by submitting a written signed statement to the President and the Board at least 20 days in advance of the Annual General Meeting or any other scheduled and announced general membership meeting, outlining the following:

- (a) The objection to the existing by-laws, referring to the Article, Section, Paragraph and sub-paragraph.
- (b) The probable advantages and reasons for the requested addition, deletion and/or change to the by-laws.
- (c) A clear statement of the suggested wording of the proposed new by-law.

The President and Board of Directors shall have the right to confer and discuss the requested change to the by-laws with the originating member(s).

Section 2:

- A. The requested change to the by-laws shall be provided to the entire membership in writing at least five (5) days prior to the Annual General Meeting or any other membership meeting for its consideration and vote at the ensuing meeting.
- B. The President and/or Board of Directors shall have the right to indicate its recommendations to the entire membership regarding its considered opinion of the requested change to the by-laws.

ARTICLE XII, FOREIGNERS' ADMISSION CLAUSE (FOREIGNERS' EXCLUSION CLAUSE)

The membership agrees that any foreign person (individual or legal entities) in the process of incorporation, or at any subsequent time become a partner of this Association, will be considered as Mexican nationals regarding the rights and obligations they acquire in Mexico and will not request that their foreign government intervene upon their behalf in such matters, under penalty, in case of breach of such agreement, of forfeiture to the nation of such interest or participation.

ARTICLE XIV, DIRECTOR AND OFFICER LIABILITIES

The Association (known as Pequeño Teatro del Lago A.C.) agrees that the Board of Directors or individual Directors shall be held harmless and not subject to personal liabilities while acting within Mexican Law, the scope of the Constitution and these Rules and Regulations as the result of their performance of Association business and related

responsibilities.

All foreigners acquiring an interest or social participation in the Association are considered by this simple fact as Mexicans with respect to each other in relation to their actions pertaining to the Association and it is understood that they will not seek protection of their government.

[Nothing Follows]