

THE UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY

SOUTHWEST REGIONAL SECTION, INC.

BY-LAWS

Article I – Name and Officers

Section 1 Name. The name of this organization is the United States Institute for Theatre Technology, Southwest Regional Section.

Section 2 Office. The principal office of the organization shall be located at such place in the Southwest Region as the Board of Directors may, from time to time, determine.

Article II – Purposes and Limitations

Section 1 Purposes. The primary functions of this organization are to disseminate information, and facilitate communication for the professional development of its members, and to encourage the performing arts as a right rather than a privilege for all the peoples of the Southwest Region and of the United States. This is a not-for-profit organization, organized and operated exclusively for charitable, educational, and scientific purposes, as a legally chartered section of the parent organization, The United States Institute for Theatre Technology, and in furtherance thereof and for no other purposes shall:

- a. Encourage research and investigation in the field of theatre planning and design, construction, equipment, aesthetics, presentation, and operations;
- b. Combine and conserve the records of such studies and investigations and make the same available to the members of the organization;
- c. Publish and disseminate the results of studies undertaken within the scope and purposes of the organization;
- d. Assist in the establishment of contact between members of the organization for the better interchange of knowledge in the various fields of theatre;
- e. Encourage good practices and the development of education in the field of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation, based upon the experience of those engaged in the theatre on all levels;
- f. Provide representation and participation in local, state, regional, national and international conferences, assemblies, and other gatherings where matters of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation are discussed;

- g. Extend and develop participation and cooperation with those arts which are closely related to the technologies of theatre;

Section 2 Limit of Activities. This organization shall not engage in activities which are not in furtherance of its stated purposes nor in opposition to the grounds for exemption from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 3 Limit of Earnings and Influence. No part of the net earnings of this organization shall inure to the benefit of any private member or individual. No part of the activities of the organization shall be for the purpose of carrying out propaganda or otherwise attempting to influence legislation nor shall it participate or intervene in any political campaign for or against any candidate for public office.

Article III – Membership, Dues, Membership Meetings, and Voting

Section 1 Membership Classes. The members of the organization shall consist of persons, corporations, partnerships, and unincorporated associations interested in furthering the arts and sciences of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation. There shall be six (6) classes of membership, each with voting rights.

- a. Individual. Open to persons interested in furthering the arts and sciences of theatre planning and design, construction, equipment, aesthetics, health and safety, presentation, and operation;
- b. Organizational. (non-profit) Open to non-profit organizations: i.e., colleges, universities, departments of the same, foundations, associations, libraries, etc.;
- c. Sustaining. Open to commercial businesses, firms, establishments, individuals and non-profit organizations interested in the theatre arts and sciences;
- d. Contributing. Open to commercial businesses, firms, establishments, individuals and non-profit organizations who wish to provide a higher level of professional support to the Southwest Section;
- e. Commercial. Open to commercial businesses, firms and establishments who wish to provide a higher level of involvement and professional support to the Southwest Section as an organization. Only one Commercial Membership is allowed per business, firm or establishment;
- f. Student. Open to individuals who are recognized full-time students at educational institutions. Status lapses when full-time student status ends.

At the time of membership, or membership renewal, Organizational, Sustaining, Contributing and Commercial members shall designate the individual with the right to vote on behalf of the organizational member.

Section 2 Dues. The Board of Directors shall establish dues for each class of membership. The Board shall be empowered to change the dues structure from time to time as it may deem necessary.

- a. Payment. Dues are payable annually with membership effective January 1st through December 31st.
- b. Failure to Pay Dues. Failure of a member to pay the established dues of his level of membership within sixty (60) days after the date due shall result in suspension from rights of membership in the organization, and, if such dues are not paid within ninety (90) days after the date due, membership in the organization shall cease and terminate.

Section 3 Meetings.

- a. Annual. The annual meeting of the members of the Southwest Regional Section shall be at the National USITT Conference or at the place designated by the Board of Directors. Written notice of the place of the annual meeting shall be given by the Secretary to each member, by e-mail and posted on the website, not less than thirty (30) days before the meeting. At the annual meeting, members shall transact such business as may come before the meeting and receive the annual report of the organization.
- b. Special. Special meetings of the members of the Southwest Regional Section may be called in the following ways:
 1. By the President of the Southwest Regional Section;
 2. By a majority of the Board of Directors;
 3. By the filing, with the Secretary, of a written request for such a meeting by ten-percent of the membership.
- c. Quorum. At all meetings of the members of the Section, ten percent of all voting members shall be present as certified by the Secretary to constitute a quorum necessary to conduct business. In the event of a failure to achieve a quorum, those present, if they so choose, may proceed informally but without the power to adopt resolutions.
- d. To resolve points of procedure, Robert's Rules of Order shall be consulted.

Section 4 Voting. At all meetings of the members of the Southwest Regional Section, each voting member present (see membership classes, Article III Section 1) shall be entitled to one (1) vote. All questions except as otherwise indicated herein shall be determined by a majority of the votes cast. Proxies may be used to establish a quorum and may be voted on matters included in the Notice of Meeting, or necessarily embraced therein.

Article IV – Officers and Board of Directors

Section 1 General – Officers. The officers of the Southwest Regional Section shall be:

- a. President
- b. President-Elect (alternate years)
- c. Vice-President for Membership
- d. Vice-President for Communications
- e. Vice-President for Programming
- f. Secretary
- g. Treasurer

All officers shall be members in good standing in the Southwest Regional Section as well as members in good standing in the national USITT.

Officers shall be elected by the membership of the Section as specified in Article V, Section 2.

Any officer may be removed at any time by the affirmative vote of two-thirds of all the members of the Board of Directors at a regular or special meeting.

All vacancies occurring among the officers shall be filled in the manner prescribed by Article V, Section 5.

No officer of the Section shall receive any salary or compensation for services as an officer of the Section.

Section 2 President. The President shall preside at all meetings of the members, the Board of Directors, and the Officers.

The President shall have general charge of the activities of the Southwest Regional Section.

The President shall keep the Board of Directors fully informed with respect to the activities of the Section and shall freely consult with the Board.

The President shall be the Officer assigned to general administrative responsibilities.

The President shall delegate such responsibilities as s/he sees it where such delegation is to the best interest of the Section.

The President shall be responsible for representing the Section in dealings with the parent organization, USITT national, and with other organizations.

The President shall perform such other duties as by tradition pertain to the office of the President.

The President shall appoint all committees except as may be specifically designated otherwise herein.

Section 3 The President Elect. The President-Elect, to be elected in alternate years, shall succeed to the presidency following the President's second year in office. S/he shall have those duties as assigned by the President and the By-Laws and shall serve in this office for a term of one (1) year. S/he shall be an ex-officio member of all committees on which the President sits as an ex-officio member.

Section 4 The Vice-President for Membership. The Vice-President for Membership shall assist the President and, in the absence or incapacity of the President, shall perform all functions of the President.

The Vice-President for Membership shall be the officer responsible for the general coordination of all levels of membership, and liaison.

The Vice-President for Membership shall be an ex-officio member of the committees on Membership and Liaison.

The Vice-President for Membership shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

Section 5 The Vice-President for Communications. The Vice-President for Communications shall be the officer responsible for dissemination of information to the membership. This shall involve the development, maintenance and solicitation of information for publication by means of the USITT-SW website and/or newsletters and other means of communication.

The Vice-President for Communications shall be the Chair of the Commission on Publications and an ex-officio of the Committee on Projects.

The Vice-President for Communications shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

Section 6 The Vice-President for Programming. The Vice-President for Programming shall be responsible for the administration of the presentations of the USITT-SW Section, including the Annual Conference, special Symposiums, awards, and the coordination of all programs and presentations.

The Vice-President for Programming shall be the officer that works with the Conference Chair in the area of Commercial Exhibits.

The Vice-President for Programming shall be an ex-officio member of the Committee on Awards and Resolutions, and the Committee on Time and Place.

The Vice-President for Programming shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

Section 7 Secretary. The Secretary shall record all meetings of the members, the Board of Directors, and the Officers, and shall keep the minutes thereof.

The Secretary shall keep and file all records of meetings.

The Secretary shall act as liaison, where written communication is concerned, between the President and the Board members, and the President/Board and the Section members, with USITT on the national level, and with other organizations, as instructed by the President or an Officer.

The Secretary shall notify all members of the organization of special and annual meetings.

The Secretary shall review, with the Treasurer, all contracts entered into by the Southwest Section.

The Secretary shall work with the Treasurer and the Vice-President of Membership to keep the listing of all members and publish a Directory of Members both annually and, where necessary, at the request of the President, Treasurer, Vice-President of Membership, or Board.

The Secretary shall be an ex-officio member of the Committee on By-Laws and an ex-officio member of the Nominating Committee.

The Secretary shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

Section 9 The Treasurer. The Treasurer shall be responsible for the care and custody of the funds and securities of the Section and, subject to the direction of the Board of Directors, shall be responsible for deposition of same in the name of the Southwest Regional Section, in such banks, trust companies, and safe deposit vaults as the Board of Directors may designate.

The Treasurer shall supervise the collection and receipt of all dues, charges, and other monies payable to the Section, and shall have supervision of the books and records showing all receipts and expenditures.

The Treasurer shall provide an annual audit of the books of the Section which shall be presented to the Board of Directors at its Annual Meeting.

The Treasurer shall be responsible for the disbursement of funds in accordance with the budget approved by the Board of Directors.

The Treasurer shall be an ex-officio member of the Committee on Finance.

The Treasurer shall review, together with the Secretary, all contracts entered into by the Section.

The Treasurer shall perform other duties as may be assigned by the By-Laws, the Board of Directors, and/or the President.

Section 10

General – Board of Directors. The Board of Directors shall be thirteen (13) in number (fourteen (14) when there is a President-Elect), plus four (4) ex-officio members. Thirteen (13) of the members (fourteen (14) when there is a President-Elect) must be members in good standing of the National USITT for the year in which they are elected, and for all the time that they serve. The Board of Directors shall be as follows:

a. Officers.

President and Chair of the Board

President-Elect (in alternate years)

Vice-President for Membership

Vice-President for Communications

Vice-President for Programming

Secretary

Treasurer

b. Directors-at-Large. Six (6) Directors-at-Large: Positions One, Two, Three and Four to be elected by the membership. The Director-at-Large Student Only Position Five is to be nominated and elected by the Student members of the Southwest Region exclusively. The Director-at-Large Vendor Only Position Six is to be nominated and elected by Commercial members of the Southwest Region exclusively.

c. The Immediate Past-President.

d. Ex-Officio and Non-Voting.

Chair of the Committee on Finance

Chair of the Committee on Membership

Editor of Publications

General Counsel

Registered Agent

Section 11 Quorum. Five voting members of the Board, to include either the President or a Vice-President shall constitute a Quorum for the Board of Directors.

Section 12 Meetings. The Board of Directors shall meet at least twice (2) each year: at the site and time of the Annual Meeting of the members, and at least one other time, at a place designated by the President. The President may call other meetings of the Board at a time and at a location determined by him/her and shall inform all members of the Board concerning such meetings at least fourteen (14) days prior to the date of the meeting.

To resolve points of procedure, Robert's Rules of Order shall be in effect and consulted.

Special meetings of the Board of Directors may be called by the written notice of five (5) members of the Board to all voting members of the Board: such notice must be e-mailed to all members of the Board at least fourteen (14) days prior to the date of the meeting.

Between meetings of the Board of Directors, the Officers of the organization acting in concert are empowered to transact business of the Section and act for and in the name of the Board of Directors.

Section 13 Powers. The Board of Directors shall have general powers to manage and control the affairs and property of the Section as it may deem proper, not inconsistent with the laws of the States of the Southwest Region, the Federal laws, or with these By-Laws. These powers shall include:

- a. Approval of the annual budget of the Section and the annual audit. The Board shall control all expenditures and distribution made in connection with carrying out the purpose of the Section.
- b. Adoption of rules and regulations for the conduct of all meetings of the Section.
- c. Ratification of the appointment of the Editor of Publications.
- d. Establishment of the dues structure of the various classes of membership.

- e. Establishment of the policies for services rendered to and rendered by the Section and review and act on all contracts.
- f. Advising the President and the other Officers on all matters relating to the operation of the Section.
- g. Performing other duties as may be prescribed by the By-Laws.

Article V – Nominations and Election Procedures

Section 1 Nominations. Nominations for all Southwest Section elected officers of the organization shall be prepared by a Committee on Nominations.

The Committee on Nominations shall consist of the following persons:

Immediate Past-President (Chair)

President

Two (2) Directors-at-Large (who are not up for election)

Secretary (in odd number years when not up for election)

Treasurer (in even number years when not up for election)

The first meeting of the Committee on Nominations shall occur at the Annual Meeting of the Section and the Immediate Past-President shall act as the Chair of the committee.

Section 2 Slate. The Committee on Nominations shall develop a slate which consists of one (1) person for each officer position, and three (3) names from which two (2) will be elected for the two (2) Director-at-Large positions, to be filled at the next election.

Notification of a preliminary slate shall be posted on the website and e-mailed to all the members-in-good-standing in the Southwest Section by November 1st. The slate is subject to addition by petition within thirty (30) days of that date.

Nominees must give their approval in writing in order to have their names placed in nomination.

Additional nominations for each elective office may be presented by petition supported by no fewer than five (5) signatures, verified as members-in-good-standing in the Section. Additional nominations shall be accompanied by written approval of the nominee and a brief biographical description.

Ballots—complete with the names and brief biographies of each of the candidates—shall be posted to the website and e-mailed to the members-in-good-standing no later than February 15th. Names added to the ballot by petition shall be so indicated. Voting

will take place at the annual meeting. A majority of the votes cast shall decide all elections.

Director-at-Large Position Five (Student Only). The Chair of the Committee on Nominations must notify the Student members in the Southwest Region regarding the nominating procedure, membership requirements, and date for submission of a nominee for the Student Only Position no later than November 1st.

Nominations for the Director-at-Large Position Five (Student Only) shall be made by the Student members in the Southwest Region. The name of the student who is nominated shall be submitted to the Chair of the Committee on Nominations no later than December 1st. Included with the name of the nominee must be an e-mail from the student that the student will serve if elected and a brief biographical description.

Director-at-Large Position Six (Vendor Only). The Chair of the Committee on Nominations must notify the representative of each Commercial member in the Southwest Region regarding the nominating procedure, membership requirements, and date for submission of a nominee for the Vendor Only Position no later than November 1st.

Nominations for the Director-at-Large Position Six (Vendor Only) shall be made by Commercial members of the Southwest Region. The name of the vendor's representative who is nominated shall be submitted to the Chair of the Committee on Nominations no later than December 1st. Included with the name of the nominee must be an e-mail from the representative that the representative will serve if elected and a brief biographical description.

Section 3 Qualifications. Nominees for all offices shall have been members of the organization, both USITT National and the Southwest Region, for one year prior to their nomination.

Nominations for the Directors-at-Large shall be selected by the Committee on Nomination to represent as nearly as possible the geographical distribution of members, various phases of theatre and theatre technology, and various spheres of activity of the organization. The Committee shall give careful consideration to demonstrated commitment of the nominees to the section.

Section 4 Terms of Office. All terms of office shall commence at the end of the Annual Conference and the period from Conference to Conference shall be considered a one-year term.

The terms of office for the individual officers shall be as follows:

President	Two years
President-elect	One year

Vice-President for Membership	Two years
Vice-President for Communications	Two years
Vice-President for Programming	Two years
Secretary	Two years
Treasurer	Two years
Directors-at-Large	Two years
Director-at-Large Five (Student)	One year
Director-at-Large Six (Vendor)	Two Years

All terms of office, except the President’s and the President-Elect’s, are renewable.

In odd-numbered years, the membership shall elect the President, Vice-President for Membership, Vice-President for Programming, Treasurer, Director-at-Large Position One, and Director-at-Large Position Three. The Director-at-Large Position Five (Student only) shall be nominated ONLY by Student members of the Southwest Regional Section. The Director-at-Large Position Six (Vendor only) shall be nominated and elected ONLY by Commercial members of the Southwest Region exclusively.

In even-numbered years, the membership shall elect the President-Elect, Vice-President for Communications, Secretary, Director-at-Large Position Two and Director-at-Large Position Four. The Director-at-Large Position Five (Student only) shall be nominated ONLY by Student members of the Southwest Regional Section.

The Immediate Past President shall serve during the term of the President who succeeds him/her. In the event that a President resigns immediately prior to the election of a new President and leaves the organization or dies, the Immediate Past-President at the time of the resignation or death will continue to serve during the term of the new President.

Section 5 Vacancies. The Committee on Nominations shall submit to the Board of Directors the name of a candidate or candidates to fill a vacancy caused by death, incapacity, or resignation in any office originally filled by the vote of the membership. Existing time periods of notice shall be waived. The President will then fill the vacancy with the proposed candidate, subject to the confirmation of the Board of Directors.

Article VI – Projects and Research

Section 1 Project Activities. It is clearly a very important function of the Southwest Section to encourage research and conduct projects in the field of theatre planning and design,

construction, equipment, aesthetics, health and safety, presentation, and operations. Appropriate project activities include research, exchange of information and ideas, exhibitions and other forms of study leading to the acquisition of knowledge and improvement of technology. The resultant purpose of the project activities shall be the dissemination of information to the membership, and the advancement of the profession. It shall be one of the objectives of the Section to encourage, promote, and assist its members in the conduct of project and research activities.

Section 2 Commission on Projects. When practicable, a Commission on Projects shall be established to promote, recognize, and provide assistance to the project activities of the Section. The Commission shall endorse specific projects and appoint Project Directors. Projects recognized by the Commission—or the Board of Directors, in lieu of the Commission if one has not been formed—may be conducted by one person or a group of people, may be regional or national in scope, and be either a short-term or long-term study. Project Directors shall be expected to submit regular reports on the progress of the project, followed by a final report at the project’s termination. A project shall continue to have the endorsement of the Commission—Board—as long as it shows satisfactory progress and productivity. The Commission—Board—shall submit the results and reports for potential dissemination to the members of the section through the Newsletter, or special Project Supplements.

Section 3 Commissioners. Upon the establishment of a Commission on Projects, the Commission shall be administered by Commissioners who have special expertise in specific theatre fields. They shall be appointed by the President of the Section, and serve under the presidency of the Vice-President for Communications.

The Commissioners shall be selected from a variety of specialized fields of theatre, such as, but not limited to, Administration, Architecture, Engineering, Education, Liaison, Costuming, Scenography, and Technical Information. The Commissioner may establish committees, advisory groups, and project groups in their efforts to stimulate and coordinate projects. The Commissioners shall submit annual reports to the Board of Directors thirty (30) days prior to the date when the Section must send its annual report to the national office.

The Commissioners shall be authorized to solicit major outside funding and grants for project activities within guidelines established by the Board of Directors. Each request shall be reviewed by the President, and the Vice-President for Communications after a review by the Committee on Finance—or the Treasurer, in lieu of the Committee if one has not been formed.

Article VII – Committees

- Section 1 Committees. Committees of the organization shall be appointed, when practicable, by the President to serve for a one year term of office for the purposes herein designated. The following are the Standing Committees of the Section. Their size, composition, and the presidency shall be determined at the pleasure of the President. The President, during his/her tenure of office, shall have the authority to appoint Ad Hoc Committees.
- a. Committee on Finance. The Committee on Finance shall be responsible for the preparation of the annual budget for approval by the Board of Directors. Thereafter, the Committee shall meet regularly to monitor budget progress and make adjustments as deemed necessary within guidelines of the approved budget; all such actions to be subject to ratification by the Board of Directors at its next meeting, or by the Officers meeting to act for the Board of Directors. Within guidelines established by the Board, it shall be responsible for the review of requests for major outside funding and grants.
 - b. Committee on Membership. The Committee shall be responsible for the recruitment of membership. The committee shall also keep records and undertake membership growth analyses for membership study and projection purposes.
 - c. Committee on Publications. The Committee on Publications shall be responsible for the development and production of all publications of the Southwest Regional Section. The Committee shall be responsible for the establishment of policies for publications and for the recruitment of editors of various publications. The Editor of Publications requires ratification by the Board of Directors. The Editor of Publications shall be an ex-officio, non-voting member of the Committee.
 - d. Committee on By-Laws. The Committee on By-Laws shall be responsible to review and recommend amendments as necessary to the By-Laws of the Section.
 - e. Committee on Time and Place. The Committee on Time and Place shall be responsible for selecting the site and the location of the annual meeting of the Section, when that meeting is not in conjunction with another organization such as the Texas Educational Theatre Association. Recommendations of the Committee shall be given to the Board of Directors for its consideration on or before the previous annual meeting of the Section. When the annual meeting is to be a joint meeting with another organization, recommendations will still be given to the Board, for transmittal to the other organization for consideration. The time frame should be altered to conform with that of the co-sponsoring organization.
 - f. Committee on Awards and Resolutions. The Committee on Awards and Resolutions shall be responsible for the selection of recipients for various awards and resolutions to be presented by the Section. Their selection must be ratified by the

Board of Directors. The composition of the wording of awards and resolutions shall be the responsibility of this Committee.

- g. Committee on Nominations. The Committee on Nominations shall be responsible for selecting the annual slate of Officers and Directors to be voted on by the membership (Article V).
- h. Committee on Liaison. The Committee on Liaison shall be responsible for establishing and maintaining communications with associations and professional groups which have a value for the Southwest Section.

Article VIII – Publications

- Section 1 Publications. The Section shall publish and distribute to each member such publications as from time to time seem appropriate.
- Section 2 Advertising. Advertising may be included which pertains to the general interest of the organization. Advertising rates shall be established by the Committee on Publications with the approval of the Committee on Finance.

Article IX – Contracts and Business Transactions

- Section 1 Contracts and Services. All checks shall be signed by the Treasurer, the Char, or such officer or officers as may from time to time be designated by the Board of Directors. All contracts and agreements and other negotiable instruments and endorsements thereof shall be signed by the Treasurer, the President, or such officer or officers or by such other person or persons so designated by the Board of Directors.
- Section 2 Organizational Earnings. No member, Director, Officer, or employee, or member of a committee, or person connected with the organization or any other private individual shall receive at any time any of the new earnings of pecuniary profit from the operations of the organization, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the organization in effecting any of its purposes as shall be fixed by the Board. However, nothing in this Article or any other provision of the By-Laws hereof shall prohibit the granting of loans, grants, scholarships, or other similar payments to any private individual whatsoever, provided the same is in accordance with the overall educational purpose of this organization and the recipient thereof may include persons connected with this Section or any of its members, officers, or directors.
- Section 3 Investments. The organization shall have the right to retain all or any part of any securities or real or personal property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors

without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar restriction.

Section 4 Fiscal Year. The fiscal year of the Section shall commence on the first day of January.

Section 5 Transaction of Business. The responsibility for the transaction of business of the Section is vested in the Board of Directors, the Officers of the organization acting in concert, are empowered to transact the business of the organization and act for the Board of Directors.

Article X – Amendments

Section 1 Proposal for Amendments. The By-Laws may be altered, amended, or repealed at any meeting of members of the Section by a two-thirds vote of all the members represented either in-person or by proxy, provided that the proposed action is inserted in the notice of such a meeting, or, the By-Laws may be amended at any regular or special meeting of the Board of Directors of the Section in the following manner:

- a. Any proposal for such an amendment shall be in writing and subscribed to by not less than ten (10) members of the section and filed with the Secretary of the Section.
- b. Upon such filing the Secretary shall e-mail a copy of such proposed amendment to each Director together with a notice stating the time and place of the meeting to be held to consider such amendment on a date not less than ten (10) and not more than twenty (20) days following the date of such a mailing.
- c. An amendment shall be adopted by the affirmative vote of at least two-thirds of the Directors present at the meeting called to consider the adoption thereof, or by filing with the Secretary of the organization the ballots of at least six (6) of the Board of Directors in good standing and with a majority of two-thirds of those ballots cast approving the adoption thereof.

Section 2 Notice. The Secretary shall post to the website and e-mail a copy of each adopted amendment as soon as practicable to each member of the section.

Article XI – Registered Agent

Section 1 Registered Agent. Since the laws of the State of Texas require that all incorporated organizations have a Registered Agent—registered with the Secretary of State—the Southwest Regional Section, Inc. must also have one.

Section 2 Selection. The Registered Agent should serve as long as is practicable to provide continuity as far as the office of the Secretary of State is concerned. However, if the Registered Agent must be replaced—because of death, retirement from the position, or

because of poor performance—the President of the Section should appoint another member of the Section—who is a member of both USITT National and the Section. This appointment must be ratified by the Board of Directors.

Article XII – Dissolution

Section 1 Method. Two steps shall be required to dissolve the Southwest Regional Section, Inc. of USITT.

- a. At a meeting of all of the Board of Directors—not simply a quorum—signed ballots of two-thirds of the Board favoring a Motion for the Dissolution of the Section, will then require a printed request for a vote For or Against Dissolution of the Section to be mailed by Certified Mail, Return Receipt Requested, to all of the members of the Section in good standing.
- b. Thirty (30) days after the ballots have been entered at the U.S. Post Office, those ballots which have been returned to the President, or other designated Officer of the Section, will be tabulated by an Ad Hoc Committee. The Ad Hoc Committee will be made up of three (3) Directors, the Registered Agent, and the President of the Section.

If less than two-thirds of the members in good standing fail to support the motion to dissolve—either by voting against the motion, or by not returning their ballots—the motion to Dissolve shall be considered to have failed and the organization shall continue as before.

All ballots regarding the motion to dissolve the organization must contain the Motion to Dissolve the Section, a statement which supports the continuation of the organization, and a statement which supports dissolution, in order to fully inform the membership about the vote.

All returned ballots must contain the signature of the voting member, and must be notarized.

Section 2 After Dissolution. In the event of a vote favoring dissolution, the Board of Directors must take the following action before disbanding: the funds remaining in the treasury must be distributed to the national USITT organization, the records must be stored, and the members must be notified.

- a. All assets remaining in the organization after payment of all obligations shall be given to the parent organization, The United States Institute for Theatre Technology, which meets the requirements of the Federal Internal Revenue Code.
- b. All records of the organization shall be kept by the Secretary at the time of dissolution for a period of five (5) years, or such period of time as required by the

Department of Internal Revenue. Thereafter the important historical records will be archived with the previous records in the Library of Texas State University (formerly known as Southwest Texas State University at San Marcos, Texas).

- c. A notice of dissolution must be mailed by first-class postage to all of the members in good standing of the Southwest Section at the time of dissolution.

The Texas Regional Section By-Laws Revised and Ratified on 1 June 1988. Various sections of the By-Laws have been revised since that time, and have been incorporated in this document. The 1988 Texas Regional Section By-Laws were ratified on the 20th of June 1988.

Reprinted and double columned but not revised, June 1, 1989.

Modified 4-90, changing Chairman to Chair, and ratified at the April 25, 1990 Board of Directors meeting.

Modified by reformatting without columns but not revised, April 18, 1991.

Revised, based upon passing Board written vote and modified 12/10/93.

Modified, renaming Vice-Chairs and updating Article IV, Sections 4-6 (approved by the membership at the Winter Symposium, January 22, 2008), and updated to reflect the change of Section name from Texas to Southwest, and reformatted into a MS Word Document and PDF to be published on the USITT-SW website.

Modified and revised, based upon ratification by Board written vote, 9/21/2008.

- Corresponding Secretary and Recording Secretary change to ONE Secretary position.
- Creation of a Commercial level of Membership.
- Creation of Director-at-Large Six (vendor only) position.
- Updated mail requirements to reflect communication via e-mail and web.
- Changed Chair to President and Vice-Chairs to Vice-Presidents.
- Clarified Nominating Committee.
- Updated nominating dates to reflect current meeting schedules.