

2005

Literary Managers and Dramaturgs of the Americas Bylaws

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BYLAWS

Literary Managers and Dramaturgs of the Americas

PREAMBLE

Dramaturgy and literary management are emerging as permanent artistic forces within the theater. Now we must turn our attention to helping these new fields mature and grow more vigorous. Dramaturgs and literary managers provide critical, historical and humanist insights for writers, performers, directors and audiences alike; they have the potential for strengthening the vitality of the performing arts.

Through this organization, we will create an international network that will reaffirm and broaden the roles we have already come to play and will expand the possibilities of the field to other media and institutions. Wherever there is a relationship between writer and audience, there is a place for the artistry of the dramaturg or the literary manager.

Therefore, the purposes of this organization are to cultivate, develop and promote the fields of dramaturgy and literary management through the creation of an international not-for-profit corporation that will perform the following functions:

- (1) Educate the public regarding the functions of dramaturgs and literary managers within the theater, the university and within related performing arts fields;
- (2) Promote the use of dramaturgs and literary managers within the theater, the university and within related performing arts fields;
- (3) Establish a communications network among the membership;
- (4) Organize an information bank, publications, seminars, symposia, workshops, conferences and classes;
- (5) Encourage residencies for dramaturgs and literary managers in performing arts and educational organizations;
- (6) Conduct and carry on the work of the corporation exclusively in such a manner as to be subject to the provisions of Section 501 (c) 3 of the United States Internal Revenue Code and not for profit but exclusively for charitable, educational, religious, scientific, literary or cultural purposes.

ARTICLE ONE: NAME

The name of this not-for-profit corporation shall be Literary Managers and Dramaturgs of the Americas, Inc.

ARTICLE TWO: MEMBERSHIP

I. Categories of membership

A. Voting Members

This category shall consist of 1) people in the performing arts field who self-identify as dramaturg, literary manager or some variation thereof; 2) other participants in the performing arts, literary or educational fields, who have an active interest in dramaturgy and literary management.

B. Student Members

This non-voting category shall consist of students who have an interest in dramaturgy and literary management.

C. Institutional members

This non-voting category shall consist of private or public organizations, for profit or not-for-profit.

D. Honorary Members

This non-voting category shall consist of persons nominated by the Executive Committee, and ratified through a majority vote of the Board.

II. Application for membership

Application for membership shall be made by submitting a completed membership form, and the appropriate level of annual dues. All memberships expire on May 31, just prior to the annual LMDA conference. First-time membership applications received between January and May will expire May 31 of the following year.

III. Privileges

Each dues-paid Voting Member shall be entitled to one vote in person or by proxy at any Annual or Special Meeting of this organization, for any election or for any other purpose as expressed in these bylaws. Only dues-paid Voting Members may serve on the Executive Committee, or may chair any Committee. All categories of members may serve on any other Committees.

Any member shall have the right to examine all the organization's books, vouchers, expenses and other financial records, but may not divulge or publish said information.

IV. Obligations

Each member is required to pay by September 30th such annual dues as the Executive Committee may establish. Any member who fails to pay their dues by September 30th shall automatically be suspended from membership, and their membership shall not be renewed until they have satisfied all past obligations.

V. Suspension and Expulsion

In addition to the reason expressed in Article Two, IV, a member may be suspended from membership by majority vote of the Executive Committee; suspension carries the forfeiture of all privileges. A member may be expelled by a majority of dues-paid Voting Members at a special meeting called for that purpose, written proxies shall count in the attendance, or at the Annual Meeting.

ARTICLE THREE: MEETINGS

I. Annual Meeting

An Annual Meeting of the Voting Members shall be held at such time and place as the Executive Committee elects, but not later than the final quarter of each fiscal year. A notice of the Annual Meeting shall be deemed sufficient if deposited in the mails not less than 30 days prior to the Meeting, addressed to all Voting Members at their addresses of record at the time of the mailing. This Annual Meeting shall also be open to all LMDA Members.

II. Special Meetings

Meetings for special purposes shall be held at such time and place as may be designated by the President, or by a majority of the Executive Committee, and notification shall be made to the widest possible number of Voting Members in the shortest possible time by the most expeditious means. In addition, a Special Meeting can be called upon request to the Executive Committee by 10% of the Voting Members; notification shall be made to the widest possible number of Voting Members in the shortest possible time by the most expeditious means.

III. Quorum

A majority of dues-paid Voting Members shall constitute a quorum of-all Meetings. Written proxies shall count in the attendance.

ARTICLE FOUR: ADMINISTRATION

I. Executive Committee

The business and affairs of the corporation shall be administered by an Executive Committee made up of dues-paid Voting Members. The Committee will serve a two-year term, but no member of the Committee shall be elected to the same office for more than two consecutive terms. The Executive Committee shall also sit as members of the Board of Directors. An Executive Committee shall be nominated by the President-Elect, and ratified by the Voting Members prior to the Annual General Meeting. The Executive Committee, at minimum, shall be made up as follows:

A. **President**, whose duties shall be:

- To preside at all Executive Meetings;
- To serve as an ex officio member of all Committees;
- To set the time and place of Meetings;
- To represent the corporation officially in its business outside the organization;
- To endorse any disbursements submitted by, or in the absence of, the Treasurer;
- To mentor the President-Elect.

B. **Administrative Director**, serving as Secretary, whose duties shall be:

- To send announcements of Meetings and of other business to the Members;
- To record or cause to be recorded minutes of every Meeting;
- To disperse copies of said minutes, after being approved by the President, to Executive Committee members and to other Board members.

C. **Treasurer**, whose duties shall be:

- To collect dues;
- To keep accounts of monies received and disbursed;
- To initiate payments of bills received;
- To sign checks for all disbursements;
- To process and administer grants;
- To provide at Board Meetings an up-to-date copy of the operating budget of LMDA;
- To render a written year-end report at the Annual General Meeting.

D. **Vice President, Canada**, whose duties shall be:

- To provide a liaison between LMDA and LMDA Canada.

E. **Past President** – a two-year member of the Executive Committee, immediately following the term as President – whose duties shall be:

- To advise the President, and the Board;
- To facilitate succession.

F. **President Elect** – a one-year member of the Executive Committee, immediately prior to assuming the office of President – whose duties shall be:

- To shadow the President in all capacities;
- To nominate the in-coming Executive Committee for ratification by the Voting Members prior to the Annual Meeting.

ARTICLE FIVE: COMMITTEES

I. Committees shall be established by a majority vote of the Executive Committee, upon suggestions from within the Executive Committee, or from Voting Members. Chairpersons shall be appointed by the President, with the approval of the Executive Committee. Chairpersons may then select their own Committee members.

II. Members of Committees, and Chairpersons of Committees, may be removed by those who appoint them, with the approval of the Executive Committee.

III. Committees shall serve for specified terms and shall report to the Executive Committee the completion of any business committed to them. When a Committee's purpose is fulfilled, it may be dissolved.

ARTICLE SIX: NOMINATIONS

I. The Executive Committee, by majority, shall select and recommend for office not less than one nominee for President-Elect to the Voting Members not less than 30 days before the Annual Meeting (concluding the President's first year in office) and such notification to the Voting Members shall constitute the Ballot. The successful candidate shall serve one year as President-Elect.

II. The President-Elect shall select and recommend for office a slate of Executive Officers to the Voting Members not less than 30 days before the Annual Meeting (concluding the President's second year in office) and such notification to the Voting Members shall constitute the Ballot.

III. Any five dues-paid Voting Members of the organization may recommend one or more dues-paid Voting Members for one or more offices, and by signed petition to the Executive, request that the names of those so nominated be added to the Ballot, which the Administrative Director shall send to the Voting Membership.

ARTICLE SEVEN: ELECTIONS

I. Elections to the offices of the organization shall be held every two years – the President Elect, and the Executive Committee in alternating years. The elections shall be conducted by secret ballot sent to all dues-paid Voting Members not less than 30 days before the Annual Meeting.

II. Voting shall be secret, with each Voting Member returning to the Administrative Director their Ballot in time for the Annual Meeting.

III. The Administrative Director and Treasurer shall verify the voting status of the voters and submit a complete listing of such names to the Membership at the Annual Meeting.

ARTICLE EIGHT: BOARD OF DIRECTORS

I. The Board of Directors shall be responsible for the fiscal well-being and stability of the organization.

II. The Chair shall call, and preside over, all meetings of the Board. The Board of Directors shall meet in person not less than twice during each fiscal year; additional meetings, as required, may be conducted by conference call. A Special Meeting of the Board can be called upon request to the Chair by 10% of the Board members.

III. The Board of Directors shall consist of a minimum of eleven people, but no more than twenty-five.

IV. The Board of Directors, by majority, shall elect among themselves a member to serve as Chair for a term of three years.

V. The Executive Committee shall sit as members of the Board of Directors.

VI. Incoming directors, other than the Executive Officers, shall be elected by the Board of Directors to serve terms of three years.

VII. The number of Directors may be increased or decreased by the affirmative vote of at least three quarters of the Directors then in office. No decrease in number of Directors shall shorten the term of any incumbent Director.

ARTICLE NINE: AMENDMENTS

Amendments to these bylaws may be proposed by the Board of Directors. Amendments to these Bylaws may then be made by majority vote of dues-paid Voting Members at any Special Meeting of the Voting Membership, or by proxy vote instituted for that purpose, or at an Annual Meeting.

Changes drafted and proposed on behalf of the Board of Directors by
DD Kugler
March 28, 2005

Changes ratified by LMDA membership
(52 Approve, 0 Disapprove, 3 Abstain)
May 10, 2005