

# **CONSTITUTION**

## **OF THE**

### **GEORGETOWN GILBERT & SULLIVAN SOCIETY**

Amended and Restated, April 8, 2017(as ratified April 22, 2017)

#### **PREAMBLE**

Since its founding in 1973, The Georgetown Gilbert & Sullivan Society (“the Society”) has provided a forum through which Georgetown University Law Center students, faculty, and staff, alongside volunteers from the theatre community at large, can produce and perform theatre, with a special focus on the works of Gilbert & Sullivan. This Constitution establishes the framework through which the Society may pursue its primary goals: to recruit new members and foster the continued involvement of its extant membership, while striving to produce the best performances possible for the enjoyment of its audiences.

#### **DEFINITIONS**

In determining the meaning of this Constitution, unless context indicates otherwise—

“Board” refers to the Society’s Board of Directors, as established under Article I, Section 2 of this Constitution;

“Bylaws” refers to any formal protocols adopted by the Board to facilitate administration of the Society and its activities;

“GULC” refers to the Georgetown University Law Center;

“Student” refers to students of GULC;

“Graduate” refers to graduates of GULC;

“Production” refers to a staged theatrical work produced by the Society, as described in Article II, Section 1 of this Constitution;

“Production Season” refers to a year of the Society’s activities, roughly concurrent with the GULC academic year.

## **ARTICLE I: ORGANIZATION AND ADMINISTRATION**

### **SECTION 1: MEMBERSHIP**

- A. Membership in the Society is open to all GULC students, faculty, staff, and graduates, as well as any other interested persons.
- B. Persons become members of the Society through significant participation in a Society activity.
  - 1. The Board shall maintain a Bylaw defining “significant participation.”
  - 2. This definition must include, at minimum, any positions requiring attendance at and involvement in every performance of a Society production, the majority of rehearsals for a Society production, or the majority of technical calls for a Society production.
  - 3. Significant participation may also be based on volunteer support provided to the Society that is not tied to any individual production.
- C. Any member who has completed a significant participation within the past two calendar years (including any production being rehearsed or performed at the time status is being determined) shall be deemed an “active” member of the Society.
- D. Members must maintain their “good standing” within the Society in order to receive certain privileges under this Constitution. Members who violate the Society’s Constitution, Bylaws, or policies may forfeit their good standing, unless and until they cure any such violation.
- E. Notwithstanding the above, no person shall secure or maintain their membership or standing in the Society by virtue of any work for which that person is paid, directly or indirectly, by either the Society or GULC. Such persons may, however, secure or maintain membership through contemporaneous volunteer efforts undertaken beyond the scope of their employment.
- F. The Board shall be the final arbiter any person’s membership status.

### **SECTION 2: LEADERSHIP**

- A. The Society shall be governed by a Board of Directors.
- B. The Board shall include a President, five additional Student Officers, and a Graduate Officer.

1. The position of President must be filled by a current GULC student who is an active member of the Society. The President shall have the authority to call all Board meetings and shall set the agenda for the same. Unless otherwise provided elsewhere in this Constitution, the President may delegate any of their responsibilities to another Board officer at their individual discretion.
  2. The Student Officer positions must be filled by current GULC students who are active members of the Society. Each Board shall decide among itself the specific responsibilities of each Officer.
  3. The Graduate Officer position must be filled by a GULC graduate who is an active member of the Society.
- C. Board officers shall be elected to terms coinciding with the Society's Production Seasons. Board officers shall serve until their resignation, removal, or replacement at the next general election.
- D. By petition of at least one-third of the Society's active members in good standing (a list of whom shall be made available to any active member in good standing who requests such a list), the Society shall hold a special meeting concerning the removal of an Officer of the Board. Voting on any such removal shall be limited to active members in good standing, and the removal must be approved by a two-thirds majority of voting members in order to take effect. Officers of the Board shall not be permitted to vote on any such petition or approval.

### **SECTION 3: ELECTION PROCEDURES**

- A. All elections will be by written ballot (either paper or electronic) following a process designated by the Board. Voting in all elections, whether general or special, is limited to active Society members in good standing. The Board shall use its best efforts to provide a ballot to all members eligible to vote in a given election.
- B. The Board shall designate an Elections Coordinator for every election, who shall determine the procedures for and supervise the election (subject to Board oversight and approval) and is responsible for publicizing the election to the Society's active membership (with the Board's assistance). This position cannot be filled by anyone whose position or status within the Society will be determined by the election. Absent such a designation, the President shall serve as the default Elections Coordinator, unless they are ineligible to do so under this clause. In the event of the President's ineligibility, the Graduate Officer shall serve as the default Elections Coordinator.
- C. General elections shall be held yearly, at the conclusion of every Production Season.

1. In Production Seasons that include a production performed in the month of April, the Board shall schedule the general election to coincide with the performances. In Production Seasons that do not include such a production, the Board shall schedule the general election to be held no later than April 30th.
  2. Persons interested in running for Board positions shall submit their names to the Elections Coordinator. Persons running for President may choose to also be included in the pool of candidates for Student Officer positions.
- D. In the event that a Board position should become vacant, whether through resignation, removal, or other means, the Board is encouraged (but not required) to fill the vacancy as quickly as possible. Vacancies may be filled in either of the following manners:
1. The Board may nominate an active Society member in good standing to fill the vacancy. Such nomination must be ratified at a special election, by two-thirds of members voting, in order to take effect.
  2. Alternatively, the Board may solicit candidates from the active membership and hold an open special election to fill the vacancy.
  3. Under either framework, the nominee and/or candidates must be constitutionally eligible to fill the vacant role under Article I, Section 2, of this Constitution in order to join the Board via special election.
- E. Any other special elections, as provided for elsewhere in this Constitution, shall be administered in accordance with this Section.

#### **SECTION 4: FINANCIAL AFFAIRS**

- A. The fiscal year of the Society shall be the same the GULC fiscal year.
- B. Admission fees to Society productions shall be set by the Board of Directors, with prices discounted for GULC students.

### **ARTICLE II: THEATRICAL BUSINESS**

#### **SECTION 1: PRODUCTIONS**

- A. The Society shall produce at least two theatrical works each academic year. At least one of these productions must be of a Gilbert & Sullivan operetta.
- B. The Board may, in its discretion, authorize additional productions during the academic year. Any such productions must be staffed and cast in accordance with this Constitution's requirements.

- C. The Board also may, in its discretion, authorize programs or activities outside of the Society's season of staged productions. Participation in such activities does not serve to establish or maintain Society membership, unless the Board provides otherwise when authorizing the activity.
- D. The Board shall establish a line of authority for each production. The Board shall function as the producer of each Society production. For each production, the Board shall appoint an Executive Producer to administer this power. Unless and until such an appointment is made, the President shall serve as the default Executive Producer of each Society production.

## **SECTION 2: HIRING**

- A. The Board is responsible for recruiting and selecting directors for all Society productions.
  - 1. For each theatrical work produced under Article II, Section 1, Part A, the Board is required to hire a professional director, unless it determines that a Society member or GULC student, faculty, staff, or graduate is interested, available, and qualified to serve in such a role.
  - 2. For each additional production authorized under Article II, Section 1, Part B, the Board shall select a current GULC student to direct the production, unless it determines that no such students are interested, available, and qualified to do so. Upon making such a determination, the Board may solicit directorial applications from the Society's active membership.
  - 3. For all productions, the director must review and agree to follow the Society's Constitution, Bylaws, and policies in order to be selected.
- B. The Board is responsible for recruiting and selecting music directors for all musical Society productions. The selection of a music director for a given production shall be governed by the same requirements applicable to the selection of the director for said production.
- C. Any person hired for a paid position within a Society production must sign a written contractual agreement. This agreement must be signed by the hiree and an authorized Georgetown University official.

## **SECTION 3: CASTING**

- A. Auditions for Society productions shall be open to all. Every effort shall be made to publicize audition dates to Society members and to current GULC students, faculty, and

staff at least one week prior to the auditions. The Board may, in its discretion, prohibit members not in good standing from auditioning for Society productions unless and until they restore their good standing through additional volunteer service.

B. Casting decisions are committed to the discretion of the directors, subject to the following policies:

1. For each Society production, prior to auditions, the Board shall designate a list of “lead roles” from among the show’s cast of characters. Such designated roles may only be awarded to active Society members or current GULC students, faculty, or staff. Furthermore, at least one-half of the designated roles must be awarded to current GULC students. (In the event that the Board designates an odd number of roles, the total number of student leads must exceed the total number of non-student leads; e.g., if there are 11 designated leads, at least 6 must be played by students.)
2. For each musical theatrical work produced under Article II, Section 1, Part A or Part B, all active Society members and current GULC students, faculty, and staff who audition shall be cast in a chorus role, at minimum, subject to the casting requirements of the production. Should the number of auditioning active Society members and current students, faculty, and staff exceed the production’s capacity, such persons shall compete against one another for the available parts.

C. The Board is required to monitor the audition and rehearsal process to ensure that these casting policies are followed.

1. Directors must submit a proposed cast list for Board review before communicating any casting decisions to potential cast members. The Board may, in its discretion, delegate this review authority to any individual Board member by a majority vote.
2. In the extreme event that the number of current GULC students auditioning for, and able to meet the scheduling requirements of a role in, a production is insufficient to cast the show in accordance with this Article, the Board shall be empowered to authorize exceptions to the casting policies. Such exceptions may be authorized only by a majority vote of the full Board.
3. In all other cases, in the event that a proposed cast list does not conform to this Article, the Board shall request that the directors reconsider their casting decisions and provide a constitutionally valid cast list. Should the directors refuse, the Board is empowered, as a last resort, to disapprove the directors’ proposed casting and replace it with a valid cast list created by the Board (in consultation with the production’s Executive Producer).

4. If, after the Board approves a proposed cast list, any potential cast members decline their offered roles, the directors must submit a revised cast list for re-review, subject to the same standards applicable to the initial proposed cast list.
  5. If, during the rehearsal process of a production, a cast member withdraws or is removed from the production, the Board shall be empowered to authorize any exceptions to the casting policies that it deems prudent with respect to selecting their replacement.
- D. Any person that accepts a role in a Society production must agree to comply with any attendance and/or participation requirements established by the Board and made known prior to that production's casting process. Any person that fails to fulfill such requirements may forfeit their good standing within the Society, unless and until the failure is cured.

### **ARTICLE III: MISCELLANEA**

#### **SECTION 1: CONSTITUTIONAL PROCEDURE**

- A. Amendments to this Constitution may be drafted at the discretion of the Board and adopted by a majority vote of the Board.
- B. Any adopted amendments must be ratified by a two-thirds majority of voting members at a general or special election in order to take effect. Ratification voting is limited to active Society members in good standing.
- C. Amendments take effect immediately upon ratification, unless a different effective date is specified in the amendment at issue.

#### **SECTION 2: EQUAL OPPORTUNITY**

- A. In membership and hiring, the Society does not discriminate on the basis of age, sex, gender, sexual orientation, race, disability, religion, or national/ethnic origin.
- B. The Society is dedicated to the safety, security, and enjoyment of theatre for all of its members, and it denounces sexual harassment as directly threatening to those values. Any such harassment, either by or of Society members, shall be addressed in accordance with GULC sexual harassment policies and any applicable Society bylaws.

### **SECTION 3: ENFORCEMENT**

The Board shall be empowered to enact Bylaws to interpret and enforce this Constitution and to establish and enforce any policies it determines are necessary for the Society's operations.

### **SECTION 4: RATIFICATION**

- A. This amended Constitution shall be effective upon ratification in accordance with Article VI of the Society's extant Constitution, as Amended and Restated, April 2011, and Corrected, April 2014.
- B. At the time of ratification, all "active members" under the extant Constitution shall be deemed "active members in good standing" under the amended Constitution. No member active at the time of this ratification shall lose their active status by virtue of its adoption alone.