



Original Language:

ARTICLE II

MEMBERS

Section One. Categories of Membership

The Corporation shall have four (4) *categories of membership*. The designation of such categories is as follows:

- 1. Organizational:** Individuals whose primary professional role directly or indirectly promotes the mission /vision of the organization along with up to four (4) additional colleagues from the same organization are eligible for membership as an organization in accordance with the bylaws of PTO. (example; five employees of Theatre X, University Y, Organization Z)
- 2. Individual:** Individuals directly or indirectly involved in promoting the mission /vision of the organization and those supportive of the mission/vision of the organization are eligible for membership in accordance with the bylaws of PTO.
- 3. Open Access:** Individuals who have limited access to funds and/or funding are eligible for membership in accordance with the bylaws of PTO.
- 4. Honorary:** Persons who have made an outstanding contribution to the field(s) of applied drama/theatre, critical pedagogy, social justice, human rights or other related contribution may be awarded life membership at the recommendation of the Board of Directors.

Proposed Changes:

Article II

Participation and Membership

Section One. Categories of Participation and Membership

The Corporation shall have several categories of membership and participation. The designation of such categories is as follows:

- 1. Supporter:** Individuals who have limited access to funds and/or funding are eligible for participation in PTO events, including conferences, in accordance with the bylaws of PTO. Supporters, unlike members, do not have voting responsibilities or rights and may not run for membership on the Board of Directors. Supporters may participate on committees and in working groups as designated by the Board of Directors.

2. Individual Members: Individuals directly or indirectly involved in promoting the mission/vision of the organization and those supportive of the mission/vision of the organization are eligible for membership in accordance with the bylaws of PTO. Categories of individual membership include the following:

a. *Individual:* Individuals who choose to pay a standard membership fee as determined by the Board of Directors by vote.

b. *Sustaining:* Individual or Organizational Members who choose to pay an increased membership fee in order to help keep the organization financially viable. The minimum amount of membership fee shall be set by the Board of Directors by vote.

c. *Benefactor:* Individual or Organizational members who donate large amounts of money to keep the organization financially viable. The minimum amount of membership fee shall be set by the Board of Directors by vote.

d. *Honorary:* Persons who have made an outstanding contribution to the field(s) of applied drama/theatre, critical pedagogy, social justice, human rights, or another related contribution may be awarded life membership at the recommendation of the Board of Directors.

3. Organizational Members: Individuals whose primary professional role directly or indirectly promotes the mission/vision of the organization along with up to four (4) additional colleagues from the same organization are eligible for membership as an organization in accordance with the bylaws of PTO. (Example: five employees of Theatre X, University Y, or Organization Z.) Separate contact information for each such member will be provided to the Treasurer and kept updated by the member for use in the conduct of PTO business.

4. Other titles/statuses of membership and participation may be determined by vote by the Board of Directors.

Original Language:

Article II

Section Two. Entitlements and responsibilities of Membership

1. Members are entitled to discounted fees for conferences, workshops and other activities as determined by the PTO Board of Directors. Such events and fee schedules will be posted with due diligence on the organizations web site.

2. Members are eligible to serve on committees as designated by the Board of Directors

3. Members are eligible to run for open positions on the Board of Directors, including officers.

4. Only those individuals who are members of PTO as designated by aforementioned levels of membership shall enjoy the rights and entitlements of membership in PTO.
5. Membership is for a period of one (1) calendar year; that is from the start of the annual conference until the start of the next annual conference.
6. Membership is renewable only by the payment of dues and remains the sole responsibility of the member. Confirmation of receipt of dues will be sent to the member by the Treasurer of PTO within two (2) weeks of receipt.

Proposed Changes:

ARTICLE II

Section Two. Entitlements and Responsibilities of Membership

1. Members are entitled to discounted fees for conferences, workshops and other activities as determined by the PTO Board of Directors. Such events and fee schedules will be posted with due diligence on the organization's Web site.
2. Members and Supporters are eligible to serve on committees and working groups as designated by the Board of Directors
3. Members are eligible to run for open positions on the Board of Directors.
4. Additional entitlements of membership may be decided on by vote of the Board of Directors.
5. Only those individuals who are members of PTO as designated by aforementioned levels of membership shall enjoy the rights and entitlements of membership in PTO.
6. Membership is for a period of one (1) calendar year running concurrently with Board terms: September 1 until August 31 of a given calendar year.
7. Membership is renewable ~~only~~ by the payment of dues, and remains the sole responsibility of the member. Confirmation of receipt of dues will be sent to the member by the Treasurer of PTO, who will supervise maintenance of a current, usable list of PTO members.

Original Language:

Article II

Section 3. Voting Rights

1. Members are entitled to participate with full voice in meetings and shall retain the right to vote on any and all matters that call for membership approval.
2. Members are entitled to one vote on each matter submitted to a vote of the membership.

3. Proxies: At any meeting of members, a member is entitled to vote by proxy executed in writing by the member. Proxy votes must be collected by the Secretary of the Board of Directors no later than 48 hours prior to the actual vote. Full instructions for voting by proxy will be posted on the PTO website.

Proposed Changes:

1. Members are entitled to participate with full voice in meetings and shall retain the right to vote on any and all matters that call for membership approval.

2. Members are entitled to one vote on each matter submitted to a vote of the membership. Organizational Members also receive one vote per voting action, regardless of how many members of a given organization are present at a meeting

3. Proxies: At any meeting of members, a member is entitled to vote by proxy executed in writing by the member. Proxy votes must be submitted to the Secretary of the Board of Directors no later than 48 hours prior to the actual vote. Full instructions for voting by proxy will be posted on the PTO website.

Original Language:

Article III: Meetings of Members

Section 1. Annual Meeting

1. An annual meeting of the members shall be held at the annual conference for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting.

2. The Annual conference shall be held in the month of May unless otherwise agreed upon by the Board of Directors.

Proposed Changes:

Section 1. Annual Meetings

1. An annual meeting of members shall be held for the transaction of organizational business.

2. The annual meeting shall be held in the months of May or June, unless otherwise agreed upon by the Board of Directors.

Original Language:

Section 4. Quorum

The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

Proposed Changes:

Eliminate section 4 – see section 6.

Original Language:

Section 6. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Proposed Changes:

Section 5. Manner of Acting

A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Original Language:

Article IV: Board of Directors

Section 2. Number, Tenure, and Qualifications

The number of Directors shall not be less than six (6) nor more than twelve (12). Each Director shall hold office for a term of two years or until his or her successors shall have been elected or qualified.

Proposed Changes:

Section 2. Number, Tenure, and Qualifications

The number of Directors shall not be less than eight (8) nor more than fifteen (15). Each Director shall hold office for a term of two (2) years or until her or his successors shall have been elected, qualified, or appointed. The term for newly elected board members begins September 1 of each calendar year.

Note: This is a new section to be inserted before the current section: Regular Meeting

Section 3. Board Composition and Nomination

1. The Board of Directors will be composed in such a way as to reflect the organization's constituents, including cultural background and identity, geographic representation, and various other aspects of PTO's professional and volunteer constituencies identified by the Board and members. A Nominating Committee will be delegated by the Board annually to receive and consider nominations from PTO's members. Then also considering orientation, leadership and mentoring as Board members rotate on and off the Board, the committee shall timely propose a slate of Board candidates for the approval of the nominees. The Board will then convey the slate to the membership prior to the conduct of the annual election.

2. The election of Board members will take place by electronic means by August 31 of each calendar year, duly noticed and conducted in accordance with these bylaws. A registered member of the organization may request a paper ballot no later than July 31. This election will be organized in such a way as to allow members to replace candidates in a slate proffered by the board, in accordance with Article IV, Section 3 of these bylaws, with write-in candidates of their own choosing.

Original Language:

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Proposed Changes:

Section 7. Quorum

Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the purpose of voting on official actions by the organization. Official business conducted by a group smaller than a quorum shall be advisory until the quorum authorizes the decision.

Original Language:

Article V: Officers

Section 1. Officers

The officers of the Corporation shall be a President, a Past President, a President-Elect, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

Proposed Changes:

Section 1. Officers

The officers of the Corporation shall be a President, a Past President, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable; such officers will have the authority to perform the duties prescribed by the Board of Directors.

Original Language:

Section 5. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Proposed Changes:

Section 5. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, financial contracts, or other instruments which the Board of Directors has authorized to be executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

The President shall be elected by the Board of Directors. To qualify for this position of President, one must have served at least one year on the Board of Directors. The term of the President begins on September 1 of the calendar year. The President serves a term of two years, immediately followed by a one-year term as Past-president. The President may serve consecutive terms, not to exceed two contiguous terms.

In the absence of the President or in the event of the inability or refusal to act, the Board of Directors may elect an Acting President who, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Original Language:

Section 7. President-Elect

The term of President-elect will be one year or until his successor shall have been duly elected and shall have qualified. In the absence of the President or in the event of the inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as may be assigned by the President or the Board of Directors.

Proposed Change:

Eliminate Section 7. President-Elect

Original Language:

Article XIV. Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedures adopted by the Corporation.

Proposed Changes:

Article XIV. Rules of Procedure

The PTO Board works on the basis of consensus and democratic procedure. In contested areas where consensus is not possible, voting will determine Board action, in accordance with the requirements of these bylaws. All matters of procedure not specifically covered by the bylaws or in specific rules of procedure adopted by the Corporation shall be left to the discretion of the Board.