



By-Laws of T. B. Sheldon Auditorium Theatre Board

Article I

ESTABLISHMENT

The T. B. Sheldon Auditorium Theatre Board (hereinafter "The Board") was established by Resolution adopted October 7, 1904 (hereinafter "Resolution") by the City Council of the City of Red Wing (hereinafter "City Council").

Article II

RESPONSIBILITIES

The principal areas of Board responsibility include but are not limited to the following:

1. Determining the mission of The T. B. Sheldon Auditorium Theatre (hereinafter "The Sheldon") and setting policies for its operation, in accordance with the Resolution and applicable laws;
2. Setting the Sheldon's programming goals from year to year and engaging in long range planning to establish the Sheldon's general course for the future;
3. Establishing fiscal policy, budgets and financial controls;
4. Providing adequate resources for the Sheldon including fund raising;
5. Selecting, evaluating, and, if necessary, terminating the appointment of the Executive Director; and
6. Developing and maintaining communications with the Red Wing community and promoting the work of the Sheldon.

Article III

BOARD MEMBERS

1. **Number and Appointment of Board Members.** The Board shall consist of seven (7) members appointed by the Mayor with approval of the City Council. All members shall be voting residents of the City of Red Wing, Minnesota.
2. **Tenure.** Board members shall hold office for a term of five years for up to three successive terms. Terms start on the first of January.
3. **Resignation or Removal of Board Members.**
 - A. Board members may resign from The Board at any time.
 - B. A Board member may be removed by the Mayor, if the member has not attended three consecutive meetings without excuse.
4. **Vacancies.** Any vacancy occurring in The Board may be filled for the unexpired term by appointment by the Mayor.

Article IV

OFFICERS

1. **Number.** The officers of The Board shall include a President, A Vice President, and a Treasurer.
 2. **Election.** A Nominating Committee appointed by the President shall propose a slate of officers for election. The Board shall choose such officers every other year at its annual meeting, beginning in 1992.
 3. **Terms of Office.** The terms of office for officers of The Board shall be two years.
 4. **President.** The President shall preside at all meetings, shall set the agenda for the meetings in consultation with the Executive Director, shall chair the executive committee, appoint chairs of all committees, and evaluate the Executive Director's performance.
 5. **Vice President.** The Vice President shall, in the absence of the President, exercise all the powers and perform the duties of the President.
 6. **Treasurer.** The Treasurer shall ensure that: (a) all operational funds are deposited with the Red Wing City Clerk/Treasurer who, under the direction and control of the Board, shall be responsible for accounting, investment, fund maintenance and disbursement in accordance with City procedures, Minnesota Statutes and the Sheldon founding resolution; (b) deposit all moneys received from corporate and individual contributions, and foundation grants designated by the Board as "non-public" funds in the Operating and/or Endowment Funds established with the St. Paul Foundation by
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resolution of the Board dated July 14, 1989; (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board or the President.

Article V

MEETINGS

1. **Meeting Place.** All meetings of The Board shall be held at the T. B. Sheldon Auditorium Theatre, Red Wing, Minnesota, or at the City of Red Wing City Council Chambers, or at such places as the President shall from time to time designate. All meetings shall be open to the public except as otherwise authorized by law. The President may change the meeting place by giving five (5) days written notice to Board members.
2. **Time of Meeting.**
 - A. **Regular Meetings.** The schedule for a regular meeting of The Board shall be amended from time to time by a majority vote of the directors. The President may cancel or delay the meeting as conditions warrant.
 - B. **Special Meetings.** A special meeting for any purpose may be called by the President or by any two (2) Board members, by written request filed with the Vice President who shall mail, electronically mail, or personally deliver to all members, notice of the time and place of such meetings at least twenty-four (24) hours in advance of the scheduled meeting time. Special meeting notices shall state time, place and purpose of the meeting and no other business shall be considered.
 - C. **Annual Meetings.** The annual meeting shall be held each year at a date, time, and place to be determined by the President.
 - D. **Quorum.** A majority of the members of The Board shall constitute a quorum. A lesser number may adjourn a meeting until a quorum is obtained. When a quorum is in attendance at a meeting, action may be taken upon a vote of a majority in attendance. No voting shall be done by proxy.
 - E. **Rules.** All meetings of The Board shall be governed by Robert's Rules of Order.

Article VI

MANNER OF VOTING

Voting on all questions coming before The Board shall be by the President calling for a voice vote. The votes shall be entered upon the minutes of each meeting. A roll call vote on any

question before The Board may be taken upon demand of one or more Board members. A roll call vote shall be taken on any resolution.

Article VII

ORDER OF BUSINESS

The order of business at all regular Board meetings shall be as follows, unless the Board directs otherwise:

1. Call to Order
2. Excusal of Members
3. Action: Approval of Agenda
4. Action: Approval of Consent Agenda
5. Public Comment Period
6. Operational Updates
7. Financial Reports
8. Government Relations
9. Other Business: action and discussion
10. Chair's Report
11. Board Concerns
12. Adjourn

Article VIII

COMMITTEES

The President shall appoint committees as he or she determines necessary. The President shall state the purpose of the committee and set other guidelines as may be necessary.

Article IX

ANNUAL BUDGET AND ANNUAL REPORT

The Board shall have an annual budget consistent with the requirements of the Resolution and Minnesota Statutes.

The Executive Director shall present an annual report to the City Council each year during the month of January at the City Council's Annual Workshop. Said report shall review Board plans and projects of the previous year.

All other reports shall be kept and distributed in accordance with applicable laws.

Article X

POWERS

The Board may exercise all of the powers contained in the Founding Resolution as modified from time to time.

Article XI

AMENDMENTS TO BY-LAWS

The by-laws may be amended or repealed, and new By-laws adopted, by vote of a majority of all The Board members only when said proposed amendment has been submitted in writing to all the Board members two weeks prior to the meeting at which said amendment is to be considered.

These By-laws were adopted as and for the By-laws of The T. B. Sheldon Auditorium Theatre Board, at a meeting of the Board held on the 15th day of November, 2016.


President, Nancy Dimunation

November 15, 2016

November 15, 2016

Date