

GETTYSBURG MAJESTIC CONSTITUTION – DRAFT FOR APPROVAL, May, 2005

ARTICLE 1

NAME: THE GETTYSBURG MAJESTIC PERFORMING ARTS AND CINEMA CENTER, (hereafter referred to as "The Majestic".)

ARTICLE 2

OBJECTIVE: To present and promote experience, knowledge and appreciation of performing arts and film.

ARTICLE 3

MEMBERSHIP: There will be two categories of membership: director members and supporting members. Upon payment of a nominal fee as fixed by the Board of Directors, individuals may become non-voting, supporting members of The Majestic. Supporting members will be entitled to receive benefits according to a schedule developed by the Executive Director. Director members will share responsibility for the governance of The Majestic with Gettysburg College.

ARTICLE 4

BOARD OF DIRECTORS: The affairs of The Majestic will be overseen by Gettysburg College and a board of not less than eleven directors including ex officio representatives.

Directors will serve a maximum of two three-year TERMS, except for ex-officio director members from the College who have no term limits. Three directors will be retired at each Annual Meeting. Vacancies on the Board of Directors may be filled by appointment by the remaining directors. The person appointed will complete the term of the person they replace.

The BOARD COMPOSITION will include College and Community representatives. A majority of the board will be college employees or trustees and a minority of the board will have no direct relationship with the college. A majority of the board will be Adams County residents.

EX OFFICIO voting representatives from the College on the board will be the President, Provost, Vice President of Finance, the Executive Director of The Majestic and a current College Trustee. One ex officio director member will be conscripted from the Gettysburg Borough Council.

BOARD MEETINGS may be called by the President or by the Secretary upon the written direction of two directors. Notice of meetings shall be called or sent to each director no less than ten (10) days before each meeting is to take place. The Board may appoint a day or days in any month for regular meetings at an hour to be named and then no notice need be sent. The Board will meet no less than four (4) times per year

QUORUM will consist of fifty percent plus one director for the transaction of business. Every question shall be decided by a majority of votes cast by Directors by a show of hands. The directors shall receive no remuneration for acting as such.

ARTICLE 5

OFFICERS OF THE MAJESTIC: There shall be a President, a Vice-President, a Secretary and a Treasurer. The President of The Majestic shall be the President of Gettysburg College, or a designate of the President of Gettysburg College. The Treasurer of The Majestic shall be the Vice President of Finance of Gettysburg College. Other officers shall be elected by the Board of Directors at the first meeting of the Board after its Annual Meeting.

The PRESIDENT shall, when present, preside at all meeting of The Majestic and the Board of Directors. During the absence of the President, the VICE-PRESIDENT or any other director as the board may appoint may exercise the President's duties and powers.

The SECRETARY shall record, or cause to be recorded, all facts and proceedings of all Majestic and Board meetings in a book kept for that purpose. The Secretary shall keep safe and surrender to the successor all records and other documents belonging to The Majestic. The Secretary shall perform any other duties as determined by the Board.

The TREASURER shall oversee full and accurate accounts of all receipts and disbursements of The Majestic. The Treasurer shall present a Financial Statement to the Board at its meetings. The Treasurer shall keep safe and surrender to the successor all records and other documents belonging to The Majestic.

ARTICLE 6

COMMITTEES: The Standing Committees of The Majestic shall be Executive Committee and the Community Relations and Fund Raising Committee. Ad Hoc committees may be named by the Board as needed. The Executive Committee shall be comprised of the Officers and the Executive Director. At least one Director must Chair or Co-Chair all other committees and can recruit committee members as needed.

The EXECUTIVE COMMITTEE shall oversee long-term planning, policy development and nominations to the Board, and shall act on behalf of the Board between board meetings.

With respect to board NOMINATIONS, the President of the College shall review and approve the slate of proposed board members before it is voted upon the Board. Election will be made by members by a show of hands. There will be no proxy voting.

The COMMUNITY RELATIONS AND FUND RAISING COMMITTEE shall exist to seek and maintain community support for The Majestic.

Terms of reference and activities of all committees shall be subject to the approval of the Board.

ARTICLE 7

ANNUAL MEETING: At every Annual Meeting, in addition to any other business transacted, the Report of the Directors and the Financial Statement shall be presented and the Board of Directors shall be elected. The NOTICE OF ANNUAL MEETING shall be published at least ten days prior to the meeting.

ARTICLE 8

FINANCIAL YEAR: Unless otherwise ordered by the Board of Directors the fiscal year of The Majestic shall coincide with the fiscal year of Gettysburg College. The accounts will be audited by Gettysburg College.

ARTICLE 9

AMENDMENTS TO THE CONSTITUTION: The by-laws of The Majestic may be amended by a majority of the director members present at the Annual Meeting provided that text of such amendments is filed with the Secretary and presented to the Board at least 2 months before such meeting. Intention to amend the Constitution shall be included in the NOTICE OF ANNUAL MEETING.

ARTICLE 10

DISSOLUTION: In the event of the dissolution of The Majestic all remaining assets after meeting all outstanding obligations shall revert to Gettysburg College.

DATED THIS _____ DAY OF _____, 20__