BYLAWS of the
AMERICAN ASSOCIATION
of COMMUNITY THEATRE
(An Illinois not-for-profit corporation.)
Effective as of February 1, 1986; Revised February 20, 2016.

Article 1 - Name
The name of the corporation is “American Association of Community Theatre.”

Article 2 - Purposes
The purposes for which the American Association of Community Theatre (hereinafter referred to as AACT) is organized are as follows as set forth in its Articles of Incorporation:
The corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including but not limited to the following: (1) To foster and encourage the development of, and commitment to, the highest standards by community theatres, including standards of excellence for production, management, governance and community relations and service; (2) to receive from interested persons and organizations, hold, manage and disburse funds to carry out the foregoing purposes; (3) to make available services, publications, programs, meetings and other activities designed (a) to meet the needs of non-profit community theatres and those actively engaged in or supporting their activities and (b) to further the purposes set forth in clause (1) of this Article; (4) to provide leadership for growth in excellence in all aspects of community theatre activity; (5) to establish and maintain working relationships with persons and organizations in other theatre fields; (6) to provide a national voice for community theatre and to join with and support other organizations devoted to making known the human, social, cultural and economic values of living theatre and other art forms and the arts generally.
Provided, however, that (a) no substantial part of the properties or income of the corporation shall ever be used or employed directly or indirectly by the corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation; and (b) no part of the properties or income of the corporation shall be used or employed directly or indirectly by the corporation for the purpose of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 3 - Offices
The Association shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State.

Article 4 - Dissolution
The provision for dissolution as set forth in the Articles of Incorporation is as follows: Upon the dissolution of this corporation all of its assets remaining after making provision for its liabilities shall be transferred and assigned to such other organization or organizations classified as a Section 501(c)(3) organization by the Internal Revenue Service of the United States of America, as may be selected by the Board of Directors and Endowment Trustees of the corporation.

Article 5 - Membership
Section 5.1 - Classes of Members. The members shall each year consist of those individuals, organizations, firms and corporations who support the purposes of AACT, have applied for membership and have paid their membership fee for the year. Membership classes shall be: Organization, Individual, Corporation, and Associate. The Board of Directors shall designate various categories and standards of eligibility within these classes.

Section 5.2 - Member’s Rights, Privileges, Dues. The Board of Directors shall have the authority to determine the rights (other than voting rights), privileges and dues for each membership category.
Section 5.3 - Voting Rights. After thirty days of continuous membership, each member shall be entitled to one vote on each matter submitted to vote of the members. Each Organizational or Corporate member shall designate one of its members to cast the organization’s vote. Associate members shall not be entitled to vote.

Section 5.4 - Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 5.5 - Transfer of Membership. Membership in AACT shall not be transferable or assignable.

Article 6 - Meetings of Members

Section 6.1 - Annual Meeting. An annual meeting of the members shall be held at such place and time, as the Board of Directors shall designate.

Section 6.2 - Special Meetings. Special meetings of the members may be called and the time, place and purpose of such meetings designated either by the President, by the Board of Directors or by not less than one-twentieth of the members.

Section 6.3 - Notice of Meetings. Written notice stating the place, date and hour of any meeting of the members shall be mailed, faxed, or otherwise delivered to each member forty-five (45) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed delivered when deposited with prepaid postage thereon in the United States mail; if faxed or otherwise delivered, the notice of a meeting shall be deemed delivered upon the date and time of transmission.

Section 6.4 - Quorum of Members. The members with current membership as of June 1 of each year present in person or by proxy and holding or representing twenty-five (25) of the votes 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 at any time without further notice. At any thus adjourned meeting at which a quorum shall be subsequently present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.5 - Voting by Mail. Except for the elections, which shall be conducted by mail, all other matters submitted for a vote of the members shall be acted upon at a duly held annual or special meeting, as required by the law of the State of Illinois.

Section 6.6 - Proxies. Each person entitled to vote at a meeting of members may authorize in writing another person or persons to act for him/her by proxy. A proxy vote must be written and contain the date of incept and the member’s original signature. A proxy vote shall be received via mail in the AACT office at least fifteen (15) days prior to a duly noticed meeting. No such proxy shall be voted or acted upon after three (3) months from its date.

Article 7 - Board of Directors

Section 7.1 - General Powers. The affairs of AACT shall be managed by its Board of Directors (hereinafter referred to as either ‘Board’ or ‘Directors’).

Section 7.2 - Composition. There shall be thirty (30) voting members of the Board composed of the following persons:
   (a) Eight (8) elected Officers of AACT
   (b) Twelve (12) elected Members-at-Large
   (c) Ten (10) Regional Representatives
Each member of the Board shall be an individual member of AACT.

Section 7.3 - Members-at-Large. Members-at-Large shall be elected by mail ballot of the members for three-year terms on a staggered basis so that only four (4) terms expire each year. Each Member-at-Large shall assume office upon the close of the annual meeting of members next succeeding his/her election and until a successor shall have been elected or appointed. No person may serve as Member-at-
Large for more than two consecutive full terms. Each vacancy in office of Member-at-Large shall be filled by appointment of a successor by the President, subject to the approval of the Board.

Section 7.4 - Regular Meetings. The Board shall hold at least three (3) regular meetings each year, one (1) of which shall be held immediately before and one (1) immediately after and both at the same place as the annual meeting of members. The Board may provide the time and place for the holding of additional regular meetings of the Board.

Section 7.5 - Special Meetings. Special meetings of the Board may be called by or at the request of the President or any six (6) members of the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special meeting of the Board called by them.

Section 7.6 - Notice. Notice of each regular and special meeting of the Board shall be given at least fourteen (14) days prior thereto by written notice to each director at his/her address as shown by the records of AACT; provided that if an emergency exists requiring shorter notice, and the existence of such emergency is confirmed by the Board at such meeting, the notice may be given not less than two (2) days prior thereto.

Section 7.7 - Quorum. One-third of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7.8 - Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 7.9 - Absence from Meetings. The second consecutive absence of a Director from a duly noticed Board meeting shall remove the Director from the Board. Attending a Board meeting electronically does not meet the attendance requirement of this section. For the purpose of counting attendance only, the two meetings associated with the summer meetings will constitute as one meeting. In filling the vacancy created, the President may appoint the same individual to fill the unexpired term.

Section 7.10 - Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving with AACT in any other capacity and receiving reasonable compensation therefore.

Article 8 - Officers and Their Duties

Section 8.1 - Officers. The officers of AACT shall be a President, an Executive Vice President, Vice President for Planning and Development, Vice President for Festivals, Vice President for Education, the Immediate Past President, a Secretary, and a Treasurer.

Section 8.2 - Term of Office. All officers shall be elected to two (2)-year terms as designated:
(a) The President, Executive Vice President, Vice President for Festivals, and the Treasurer shall be elected for terms beginning in odd-numbered years. The duly elected Treasurer shall also serve as Treasurer of the Endowment Fund.
(b) The Vice President for Planning and Development, Vice President for Education, and the Secretary shall be elected for terms beginning in even numbered years.

Elected officers shall assume office upon the close of the annual meeting of members next succeeding their election. No person may be elected to serve as President for two (2) consecutive full terms. Persons may not be elected to serve as any other officer for more than two (2) consecutive full terms in the same office, with the exception of the offices of Secretary and Treasurer.

Section 8.3 - Vacancies. In the event of vacancies in any office, Board of Directors shall appoint a successor to serve the unexpired term.

Section 8.4 - Duties of Officers. The duties of the officers shall be defined in the Operations Manual of AACT, consistent with the title of each position, and shall include duties as specified in other parts of these bylaws and other duties as may be assigned from time to time by the President or the Board.
Article 9 - Regions and Regional Representatives

Section 9.1 - Regions. The geographic extent of the regions to be represented on the Board by Regional Representatives shall be as follows:

- Region 1 - Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
- Region 2 - Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania
- Region 3 - Illinois, Indiana, Michigan, Ohio, Wisconsin
- Region 4 - Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico, Virgin Islands
- Region 5 - Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota
- Region 6 - Arkansas, Louisiana, New Mexico, Oklahoma, Texas
- Region 7 - Colorado, Montana, Utah, Wyoming
- Region 8 - Arizona, California, Hawaii, Nevada, Guam
- Region 9 - Alaska, Idaho, Oregon, Washington
- Region 10 - Armed Services: Individual and organizational members attached to the United States Military Installations located geographically outside the United States and its territories.

Section 9.2 - Regional Representatives. Each region shall be represented on the AACT Board by a Regional Representative selected as follows:

(a) By a regional theatre association in accordance with its Bylaws, provided that it serves the community theatres located in all or substantially all of the region and has one or more community theatre representatives on its governing board; or

(b) In each region in which (1) there is no such theatre association, or (2) such association fails or refuses to select a Regional Representative to serve on the AACT Board, then the members of AACT residing in such region shall by mail ballot elect a Regional Representative; or

(c) In the event that there shall be a vacancy in the office of Regional Representative in a region for ninety (90) days or more, the President shall appoint a Regional Representative from such region to serve for such period up to three (3) years as the President may designate.

The term of office for each Regional Representative shall:

(a) Be determined by the Bylaws of the regional theatre organization selecting such representative; or

(b) Be three (3) years, if elected by regional members; or

(c) Be for such period up to three (3) years as the President may designate, if appointed by the President.

Each Regional Representative shall serve for the term for which elected or appointed and until his/her successor shall have been elected or appointed.

Article 10 - State Contacts

Section 10.1 - Appointment. Each state community theatre organization shall have the right to name a State Contact for the purpose of communication with the American Association of Community Theatre. If the community theatre organization does not appoint a State Contact, if there is no state organization, or if more than one organization appoints a Contact, the President shall appoint the State Contact or Contacts, after considering recommendation from the Regional Representative.

Article 11 - Executive Committee

Section 11.1 - Composition. There shall be an Executive Committee of ten (10) members consisting of the officers and two Members-at-Large elected annually by the Board from among its members. One of the Members at Large to the Executive Committee shall be a Board Member at Large and one shall be a Regional Representative.

Section 11.2 - Duties. It shall be the duty of the Executive Committee, and it shall have full power and authority, to transact the business of the Board between meetings of the Board and all actions of the Committee shall be deemed to be actions of the Board and shall be reported to it at its next meeting; provided, however, that the Executive Committee shall have no power or authority to take any of the following actions:

(a) Amend, alter or repeal the Bylaws.

(b) Elect, appoint or remove any member of the Executive Committee or any officer or director.

Bylaws of the American Association of Community Theatre
(c) Amend the Articles of Incorporation.
(d) Adopt a plan of merger or consolidation.
(e) Authorize the sale, lease, exchange or mortgage of all or substantially all the assets of AACT.
(f) Authorize the voluntary dissolution of AACT or revoking proceedings therefore.
(g) Adopt a plan for the distribution of the assets of AACT.
(h) Amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

Section 11.3 - Quorum. Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 11.4 - Manner of Acting. An affirmative vote of at least five (5) members of the Executive Committee shall be the act of the Committee.

Article 12 - Committees

The Board shall create and dissolve such committees as it deems necessary to conduct the business and achieve AACT’s mission. The President shall create and dissolve such task forces as he/she deems necessary to conduct the business and achieve AACT’s mission. Committees are intended for long-term projects and operations. Task forces are intended for short-term projects and operations.

Section 12.1 - Festival Commission. The Festival Commission shall be appointed by the President to oversee the AACTFest program(s) and to recommend to the Board changes in AACTFest rules and policies. The Festival Commission is responsible to the Vice President for Festivals. The President shall appoint Commission members in a manner consistent with Festival cycles and/or the election of the Vice President for Festivals.

Section 12.2 - Awards Committee. The Awards Committee shall be composed of six (6) members of AACT each serving three (3) years, with two appointed each year by the President. The Awards Committee shall determine recipients of AACT’s various awards based on criteria defined in the Operating Manual. The Committee shall be chaired by the Immediate Past President and report to the President.

Section 12.3 - Other Committees. The President, with the approval of the Board, shall establish or dissolve committees as he/she deems necessary to carry out the work of AACT.

Section 12.4 - Committee Appointments. Annually, the President shall appoint the chair and members of each committee for which such appointment is not otherwise provided by the Bylaws. The President shall serve on the committee(s) of his/her choice.

Section 12.5 - Quorum. A Majority of the whole committee shall constitute a quorum.

Section 12.6 - Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Article 13 - Nominations & Elections

Section 13.1 - Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President and consist of four (4) members of AACT who shall be elected by the membership for two-year (2) terms (two elected each year). Once elected to the Committee, a member is not eligible for nomination to the Board for the period of two (2) years. Members of the committee shall not be eligible to succeed themselves.

Section 13.2 - Nominations. By the second Monday in November preceding the Winter Board meeting the Nominating Committee shall distribute to the Board a preliminary slate for all elective positions where the term of the incumbent will expire during the current membership year. These elective positions include officers, Board Members at Large, and members of the Nominating Committee. This shall be mailed to the membership within two (2) weeks of the adjournment of the fall Executive Committee meeting. The slate is subject to addition by petition from the membership. Intent to file a petition must be delivered to the Secretary by January 15. Such petitions for additional candidates for elective office must be supported by the signatures of no less than twenty-five of the members eligible to
vote for the candidate so nominated, and be delivered to the Secretary for validation of the signatures by February 15.

Section 13.3 - Qualifications for Nominations. To be eligible for nomination as officers or members at large of AACT, persons must be an individual member in good standing of the organization prior to the deadline for receipt of ballots by the Secretary.

Section 13.4 - Elections. All elections shall be conducted by ballot mailed to all eligible voting members no later than April 10. To be counted, the Secretary must receive ballots no later than May 1. To be elected, a candidate must receive a plurality of the votes cast and ballots must have been received from at least ten percent (10%) of those eligible to vote.

Article 14 - Staff

Section 14.1 - Executive Director. The Board, upon recommendation of the Executive Committee, may hire and terminate an Executive Director to serve as the chief executive officer of AACT. The Executive Director may represent the interests of AACT as an agent and, with the authorization of the President, enter into contractual agreements on behalf of AACT.

Section 14.2 - Other Staff. The Executive Director shall have the authority to hire and terminate additional staff members as provided for in the operating budget and shall have the responsibility of supervising such staff.

Article 15 - Endowment Fund

Section 15.1 - Name. The name shall be the American Association of Community Theatre Endowment Fund.

Section 15.2 - Purposes. The purposes of the endowment are, in priority order: (1) To receive from interested persons and organizations, hold, manage, and disburse funds to encourage and help with regional festival winning theatre company travel costs related to festival activities nationally and internationally; (2) To accept gifts for any AACT related, donor designated purpose which qualifies under the purpose of the Endowment Fund, hold, manage and disburse such funds in such a manner that will accomplish the intent of the donor; (3) To hold, manage and disburse any funds donated with AACT for endowment purposes with no additional restriction by the donor, in a manner consistent with the mission statement of the AACT.

Section 15.3 - Board Of Trustees. The affairs of the Endowment shall be managed by its Board of Trustees (hereinafter referred to as ‘Trustees’).
   (a) The number of trustees shall be no less than nine (9).
   (b) The Trustees elects its own members.
   (c) Each Trustee shall hold office for one six (6) year term. No Trustee may serve more than two consecutive full terms.
   (d) A Trustee may be removed from office by a 2/3-majority vote of the Trustees.
   (e) The AACT Treasurer and AACT Secretary shall serve as ex-officio, non-voting members of the Trustees.
   (f) Any vacancy occurring in the Trustees for any reason shall be filled by the Trustees from among persons devoted to the development of community theatre, after obtaining from the AACT its recommendation and after consulting such other persons and organizations as the Trustees shall deem appropriate.
   (g) Regular meetings shall be held not less than one in every twelve months, at such time and places as the Trustees may designate from time to time by resolution.
   (h) Special meetings may be called by or at the request of the Chair or any three (3) trustees. The person or persons authorized to call special meetings may fix any place as the place for holding such meeting.
   (i) Notice of any meeting of the Trustees shall be given at least fourteen (14) days previously thereto by written notice to each trustee at his/her address as shown by the records of the AACT.
   (j) A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees.
Section 15.4 - Officers.
(a) The officers of the Endowment Trustees shall be a Chair, one or more Vice Chairs, a Treasurer, a Secretary, and other officers as may be elected by the Trustees. The duly elected Treasurer of AACT shall also serve as the Treasurer of the Endowment Fund. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Trustees.
(b) The officers of the Endowment shall be elected by the Trustees for such terms as shall be specified in the resolution electing them with the exception of the Treasurer, who shall be the same person elected as Treasurer by the membership for AACT. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until death or until he/she shall resign or shall have been removed in the manner hereinafter provided.
(c) The duties of the officers shall be defined in the Operations Manual of AACT, consistent with the title of each position, and shall include duties as specified in other parts of these bylaws and other duties as may be assigned from time to time by the President or the Board.
(d) Any officer may be removed by the Trustees whenever, in its judgment, the best interests of the Endowment would be served thereby.

Section 15.5 - Committees.
(a) The Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of two or more trustees, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Trustees in the management of the Endowment, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Trustees, or any individual trustee, of any responsibility imposed upon it or him/her by law.
(b) Other committees not having and exercising the authority of the Trustees in the Endowment may be designated by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of the committee may be drawn from the membership of the American AACT of Community Theatre, and the Chair shall appoint the members thereof. The chairperson of each committee must be a member of the Trustees, and shall be appointed chairman by the Chair of the Trustees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Endowment shall be served by such removal. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
(c) Each member of a committee shall continue as such for such term as shall be specified, when the member is appointed and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
(d) Unless otherwise provided in the resolution of the Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these sections, or with rules adopted by the Trustees.
(e) Committees shall exist only during the term of the Chair who appointed such committees.

Section 15.6 - Contracts, Checks, Deposits and Funds.
(a) Contracts. The Trustees may authorize any officer or officers, agent or agents of the Endowment, in addition to the officers so authorized by these sections, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Endowment and such authority may be general or confined to specific instances.
(b) Checks, Drafts, Etc. All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Endowment, shall be signed by such officer or officers, agent or agents of the Endowment and in such manner as shall from time to time be determined by resolution of the Trustees. In the absence of such determination by the Trustees, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the Chair or a Vice Chair of the Trustees.
(c) Deposits. All funds of the Endowment shall be deposited from time to time to the credit of the Endowment in such banks, trust companies, or other depositories as the Trustees may select.
(d) Gifts. The Trustees may accept or refuse on behalf of the Endowment any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Endowment.

**Section 15.7 - AACT Conformity.** In all matters not specifically addressed in the Endowment Bylaws section, the American Association of Community Theatre Bylaws shall apply.

**Section 15.8 - Amendments.** The power to alter, amend, or repeal this article or adopt new sections shall be vested in the Trustees and shall require a 2/3 vote of the entire Endowment Trustees. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The sections may contain any provisions for the regulation and management of the affairs of the Endowment not inconsistent with the law or the Articles of Incorporation of AACT. No change in these sections by the Trustees shall be accepted without acceptance by a 2/3 vote of the Board of AACT.

**Article 16 - AACT Sponsorship, Endorsement or Approval**

**Section 16.1 - Sponsorship.** The AACT shall not sponsor or co-sponsor an activity or program organized or promoted in whole or in part by persons or organizations not a part of AACT unless:
(a) The AACT directly has the right to, and does actively participate in the planning, promotion and conduct of the activity or program.
(b) The AACT shall have entered into a precise written understanding with the promoter or organizer of the program or activity and with each other sponsor as to the precise financial responsibility of each.

**Section 16.2 - Endorsement or Approval.** The AACT may permit the organizer or promoter of an activity or program to list or otherwise publicize AACT as "endorsing" or "approving" such activity or program, provided AACT has, in writing, approved the activity or program in principle and the organizer or promoter has agreed in writing that AACT shall have no financial or other responsibility or obligation with regard thereto, and that he/she will indemnify and hold AACT harmless as to any and all claims and obligations arising out of or related to such activity or program, and that he/she will include a statement to this effect in all publicity and promotional material of each activity or program.

**Section 16.3 - Evaluation.** In evaluating any activity or program for which AACT sponsorship, endorsement or approval is sought, AACT will consider the following:
(a) Artistic value
(b) Educational value
(c) Financial stability
(d) Personal integrity and standing of individuals associated with the requesting group
(e) Objectives of the individual or group in relation to standards determined or approved by the Board
(f) Unique properties of the particular individual or group.

**Section 16.4 - Time Limitations.** Sponsorship, endorsement or approval will be limited to a specific length of time.

**Section 16.5 - Withdrawal.** AACT retains the right to withdraw its sponsorship, endorsement or approval at any time it deems that there is cause for such withdrawal.

**Section 16.6 - Application Procedures.** All applications will be channeled through the President for his/her recommendation and then to the Board of AACT for specific action.

**Article 17 - International Amateur Theatre Association**

AACT shall be a representative of community theatre in the United States as a member of the International Amateur Theatre Association (IATA) and as an affiliate of IATA’s regional organization: North American Regional Alliance (NARA).

**Article 18 - Contracts, Checks, Deposits & Funds**
**Section 18.1 - Contracts.** The Board or President may authorize any officer or officers, agent or agents of AACT to enter into any contract or execute and deliver any instrument in the name of and on behalf of AACT, except that the Endowment Fund Trustees must approve persons executing contracts and instruments affecting Endowment Fund monies.

**Section 18.2 - Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AACT, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board or, in the case of Endowment Funds, the Endowment Trustees. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

**Section 18.3 - Deposits.** All funds of AACT shall be deposited from time to time to the credit of AACT in such banks, trust companies or other depositories as the Board may select accept that depositories of Endowment Fund monies must be approved by the Endowment Fund Trustees.

**Section 18.4 - Gifts.** The Board may accept or refuse on behalf of AACT any contribution, gift, bequest or devise for the general purposes or for any special purpose of AACT.

**Article 19 - Books and Records**

AACT shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and Executive Committee, and Endowment Fund Trustees. The names and addresses of the members entitled to vote shall be maintained at the AACT national office.

**Article 20 - Fiscal Year/Membership Year**

The fiscal year and the membership year of AACT shall begin on September 1 of each calendar year and end on August 31 of the following calendar year.

**Article 21 - Rules of Order**

The meetings of the members, the Board and the Executive Committee shall be governed by the latest revised edition of *Robert's Rules of Order*.

**Article 22 - Amendments**

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Any motion to alter, amend, or repeal the Bylaws or adopt a new Bylaw concerning the AACT Endowment Fund must be adopted by a 2/3 majority of the Board, as well as a 2/3 majority of the Trustees of the Endowment Fund. Any other motion to alter, amend, or repeal the Bylaws or adopt a new Bylaw only requires a majority vote of the Board.