

Bylaws of Town & Gown Players, Inc.

Most recently amended on October 16, 2005

ARTICLE I. Name

The name of this organization shall be TOWN AND GOWN PLAYERS, INC., hereinafter referred to as “Players.”

ARTICLE II. Objectives

The objectives of this organization shall be

Section A. To promote community interest in theater.

Section B. To provide opportunities for its members and the community at large to participate in various phases of community theater work.

Section C. To provide educational opportunities for its members and the community at large in various phases of community theater work.

ARTICLE III. Membership

Section A. Membership shall be open to anyone who is willing to subscribe to the objectives and abide by the rules of this organization.

Section B. A member shall be anyone who has paid annual dues, the amount of which shall be stated in the Standing Rules.

Section C. Membership shall expire one year after the date of joining, and dues shall not be refundable.

Section D. The Board of Directors may extend some or all membership benefits to members of ancillary organizations as provided in the Standing Rules.

Section E. Members of the Players shall enjoy the right to vote in elections as provided in the Players’ Bylaws, to hold office, to serve on committees, and to receive such other benefits as the Board of Directors may provide.

Section F. The Board of Directors may require presentation of membership credentials or other identification by any member wishing to take advantage of the rights and benefits enumerated in Section E above.

Section G. A member shall become delinquent and lose membership privileges if dues are not paid within thirty (30) days of due date.

Section H. No member shall act as a representative of the Players without the prior approval of the Board of Directors.

ARTICLE IV. Board of Trustees

Section A. The Board of Trustees shall consist of five members, one of whom shall be the President of Town & Gown Players, who shall serve a term concurrent with his or her tenure of said office.

Section B. The term of office for the other four members of the Board of Trustees shall be three (3) years. No person shall serve more than two consecutive terms as a member of the Board of Trustees.

Section C. The presiding officer of the Board of Trustees shall be a Chairperson elected by the Board of Trustees and shall sit as an ex-officio member of the Board of Directors of Town & Gown Players.

Section D. The Board of Trustees shall meet annually not later than ten (10) days before the Annual Meeting of Town & Gown Players, and in such special meetings as may be called by the Chairperson.

Section E. Upon the expiration of the term of office of any member of the Board of Trustees, the remaining members of the Board of Trustees shall elect a successor.

Section F. Town & Gown Players shall not enter into any contract except with the approval of the Board of Trustees, and any contract so approved shall be signed by the President of Town & Gown Players and by the Chairperson of the Board of Trustees. No mortgage deed to secure debt, note or other legal document whatsoever shall be executed except upon authority of the Board of Trustees.

ARTICLE V. Board of Directors

Section A. Management of the organization shall be vested in a Board of Directors, hereinafter referred to as the Board, which shall consist of the President, Vice President, Secretary, Treasurer, and the heads of the standing committees.

Section B. The standing committees shall be Facility Management, House Management, Membership, Publicity, Second Stage, and Development.

Section C. Regular meetings of the Board shall take place monthly. The Board shall set its meeting schedule, post it in an appropriate place, and publish it in the newsletter. Members of the

Players may attend regular Board meetings. Five Board members shall constitute a quorum for regular meetings.

Section D. The President, the Vice President, or any three Board members may call a special Board meeting, provided that a good faith effort shall be made to notify all Board members of any such special meeting. The Board may restrict attendance at a special meeting to Board members. Five Board members shall constitute a quorum for special meetings.

Section E. If two or more people share a position as head of a standing committee, they may cast only one vote at Board meetings.

Section F. A Board member who has been absent from three regular Board meetings may be removed from office by a two-thirds majority of the votes cast by Board members in attendance at a regular Board meeting. Written notice, quoting this section, shall be given to any Board member who has been absent from two regular Board meetings.

Section G. If the President, Vice President, Secretary, or Treasurer, having served less than six months of the term, resigns or otherwise cannot fulfill his or her responsibilities, the Board shall nominate a replacement. Within thirty (30) days from the occurrence of such vacancy, a special election shall be held at a called membership meeting, at which time nominations to fill the vacancy shall be accepted from the floor. If a vacancy as defined in this Section occurs after completion of six months or more of the term, the Board alone shall select a replacement.

Section H. The Board shall give effect to any motion not in violation of the Corporate Charter, Bylaws, and Standing Rules, upon approval by a simple majority of the current members of the Players, provided that all members have received not less than forty-eight (48) hours' notice of the meeting at which voting will take place and the text of the proposed motion has been made known to them in writing.

ARTICLE VI. Officers

Section A. The President shall

1. Serve as chairperson of the Board of Directors.
2. Preside at all Board and membership meetings.

3. Appoint, with the approval of the other elected officers, all heads of standing committees as provided in these Bylaws and such special committees as may be needed.

4. Serve as a member ex officio of all standing and special committees except the Nominating Committee.

5. Act as a liaison to the community for the Players.

6. Serve as a member of the Board of Trustees.

7. Be familiar with *Robert's Rules of Order Newly Revised*.

Section B. The Vice President shall

1. Serve as head of the Play Reading Committee.

2. Preside at any meetings from which the President is absent.

Section C. The Secretary shall

1. Keep minutes of all Board and membership meetings.

2. Conduct all correspondence as directed by the Board and the President.

3. Maintain a file for all correspondence and non-financial corporate records of the Players.

4. Bear responsibility for the corporate seal of the Players.

5. Notify the membership of all meetings, if the office of Membership Committee head should be vacant.

6. Record attendance at all Board meetings.

7. Give notice, as provided in Article V, Section G, to any Board member in jeopardy of removal, and notify the Board of the third absence of any member from a regular Board meeting.

8. Manage the Shannon Anderson Rising Senior Awards.

Section D. The Treasurer shall

1. Maintain all financial records and funds of the Players.

2. Issue and sign checks.

3. Deliver a financial report at every Board or membership meeting.

4. Receive all funds paid to the Players and issue receipts as appropriate.

5. Honor only those bills that arise from legitimate Players expenses.

6. Pay any taxes owed by the Players.

7. Serve as operational administrator for the budget planning and control process.

8. Maintain a current inventory of physical assets of the Players.

ARTICLE VII. Annual Meeting; Membership Meetings

Section A. An Annual Meeting shall be held in October. The order of business for the Annual Meeting shall include the election of the President, Vice President, Secretary, and Treasurer.

Section B. The Board shall schedule the Annual Meeting, post the date and time, and publish it in the newsletter.

Section C. The Board may call membership meetings and shall publish and post the date and time of any such meeting. Members shall receive forty-eight (48) hours' advance notice of any change in the date, time or place of meetings.

Section D. Those current members present shall constitute a quorum for membership meetings.

Section E. Membership meetings shall be open to the public unless restricted by the President.

ARTICLE VIII. Nominations

Section A. The Nominating Committee shall consist of at least five members of the Players, no more than two of whom shall be current Board members.

Section B. Not later than its June meeting, the Board of Directors shall appoint the head of the year's Nominating Committee on the recommendation of the President.

Section C. Not later than its July meeting, the Board of Directors shall appoint the further members of the Nominating Committee on the recommendation of the committee head. All members of the Nominating Committee shall be members of the Players.

Section D. The names of the Nominating Committee members shall be published to the Players membership, by electronic or other means, within fourteen (14) days after their appointment by the Board of Directors.

Section E. The Nominating Committee shall present its nominees for the offices of President, Vice President, Secretary, and Treasurer not later than the September Board meeting. All nominees shall be members of the Players, and no member of the Nominating Committee shall be eligible for nomination by the committee.

Section F. No nomination shall be valid without the consent of the nominee.

ARTICLE IX. Elections

Section A. Every member in good standing of the Players may vote in any membership meeting.

Section B. The President, Vice President, Secretary, and Treasurer shall take office on January 1 following their election, and each shall serve a term of one year or until his or her replacement is elected.

Section C. No person shall be elected to more than two consecutive terms in any one office. This provision may be suspended by a special motion upon approval by a two-thirds majority of the members present at the Annual Meeting.

Section D. The head of the Membership Committee shall serve as head of the Election Committee unless nominated for office, in which case the President shall appoint the head of the Election Committee.

Section E. The Election Committee shall prepare and distribute ballots. The Membership Committee shall furnish a list of eligible voters. Proxy votes shall not be recognized. Absentee ballots shall be recognized, provided that they comply with standards published in advance by the Board.

Section F. The Election Committee shall appoint tellers, who shall promptly count and tabulate the votes and hand the results to the President, who shall immediately announce the results. A majority of votes cast shall be required to elect any officer. If no majority is found, a runoff election shall immediately be held between the candidates receiving the highest and second-highest numbers of votes.

ARTICLE X. Production Participation

Section A. In any Mainstage or Second Stage production, the director must be a member of the Players at the time a proposal to direct is submitted and must maintain membership until the production is over.

Section B. Auditions for Mainstage productions shall be open to all comers.

Section C. In any Mainstage production, the director shall not perform any role without prior approval of the Board.

ARTICLE XI. Amendments

These Bylaws may be amended by a two-thirds majority vote of eligible members in attendance at a membership meeting, provided that all members have received not less than forty-eight (48) hours' notice of the meeting at which voting will take place and the text of the proposed amendment has been made known to them in writing.

ARTICLE XII. Standing Rules

The Board may adopt and amend Standing Rules to govern the operation of the organization, provided they are not contrary to these Bylaws. Such rules shall take effect upon adoption by the Board and shall remain in effect until the next membership meeting, when they shall be approved or rescinded by a simple majority vote of the members in attendance, provided that all members have received not less than forty-eight (48) hours' notice of the meeting at which voting will take place and the text of the proposed rule or amendment has been made known to them in writing.

ARTICLE XIII. Net Earnings

No member of the corporation named TOWN AND GOWN PLAYERS, INC. shall be entitled to any portion of the net earnings of the corporation. Said net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Charter of the Corporation; however, the Corporation may pay members of this Corporation for their services.

ARTICLE XIV. Dissolution of the Players

In the event of a decision to dissolve TOWN AND GOWN PLAYERS, INC. as an incorporated entity, all monies and assets of the TOWN AND GOWN PLAYERS shall be transferred to another non-profit arts organization in the area, said organization to be chosen by the Board standing at the time of dissolution.

ARTICLE XV. Parliamentary Authority

All matters of procedure shall be governed according to *Robert's Rules of Order Newly Revised* as interpreted and ruled upon by the President.