



CORPORATION BY-LAWS

ARTICLE I - MEMBERSHIP

SECTION 1

The membership year is July 1 through June 30. Dues for membership are set by the Board of Directors and any changes in dues must be announced at the Winter General Membership meeting. Changes will become effective the next membership year.

SECTION 2

Membership consists of:

Regular Member - receives a monthly newsletter and is entitled to one (1) vote. If full renewal dues are paid by December 31, membership is reinstated to previous July.

Junior Member - age 15 and under, no voting privileges, receives monthly newsletter.

Lifetime Member - receives a monthly newsletter and is entitled to one (1) vote. Lifetime Membership does not expire and is active until the Membership is revoked or until the member is deceased. Individuals 15 or younger are not eligible for Lifetime Membership. Dues for Lifetime Membership are paid one single time and are set at 12.5 times the dues for Regular Membership at the time the Lifetime Membership is paid. Lifetime members are considered Regular Members for the purpose of quorums, eligibility to run for the Board or stand on committees, Rights and privileges.

Honorary Member- Individual who serves as honorary member with no voting privileges and receives monthly newsletter. This individual is appointed by Board of Directors.

SECTION 3 All actors and those in the production crew (to include anyone whose name is listed in the program as part of crew/staff; excludes pit musicians) must be members to be involved in a production. After December 31, annual dues for new members (those who have never been PTP members before) will be half-price. Half year members are ineligible to vote. Additionally, anyone joining a production that may overlap membership years (which run from July 1 to June 30) may pay dues prior to the new membership year and those dues will cover the individual until the end of the following membership year.

ARTICLE II – MEMBERS - RIGHTS AND PRIVILEGES

SECTION 1 Only Regular Members are eligible to vote, hold office, and serve on committees. Under special circumstances, the Board of Directors may approve Committee appointments of Non-Members.

SECTION 2 Each person who performs in or works on a production may be entitled to complimentary tickets to any show in that production. The number and distribution of the ticket(s) is outlined in The Producers Handbook under Policies and Procedures.

SECTION 3 Any regular membership may be revoked for cause and a vote of two-thirds (2/3) majority of voting membership present is needed to revoke said membership. Said member must sit out for a period of at least one membership year after the revocation has occurred.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1 The Board of Directors shall consist of nine (9) members, four of whom will comprise the Executive Committee.

SECTION 2 The full term for the Directors is three (3) years. No person may serve more than two (2) consecutive terms. Following a one-year absence, they may run for re-election. For the purposes of determining eligibility on the question of consecutive terms, temporary appointments to the Board of Directors (see Article III, section 5) shall not be counted as a term.

SECTION 3 To be eligible as a candidate for the PTP Board of Directors, a person must:

1) have been a Regular member as of January 1, of the two consecutive calendar years prior to the upcoming Winter General Membership Meeting and 2) be a current Regular Member at the time of elections. During that time, the candidate must have participated in at least two (2) productions, at least one (1) of which must have been other than as a performer and/or actively served on a Standing Committee as attested by committee chair.

SECTION 4

Annually, at the conclusion of the Winter General Membership Meeting, the Board of Directors will elect the Executive Committee from among its members to the offices described in Article IV. Each of the other five (5) Directors must accept responsibility for at least one (1) standing committee.

SECTION 5

A vacancy on the Board of Directors shall be filled by a simple majority vote of the remaining Board Members at the next monthly meeting following the creation of the vacancy. The appointee shall serve until the next regular election, when the vacancy shall be filled by election of a qualified individual (See Article III, Section 3) to complete that term.

SECTION 6

On a showing that a Director has been derelict in discharging the responsibilities of his/her Office or Committee, and on an affirmation vote of two-thirds (2/3) (See Article II) of the full Board, that Director may be removed from the Board. Regular Members may remove a Director for just cause at a Membership Meeting attended by at least 20% of the Regular Members, and by affirmation vote of at least two-thirds (2/3) of the Members present. Current Board Members who do not pay dues within 30 days after the start of the new fiscal year will receive one written warning from the Board President (indicating dues are more than 30 days overdue and must be paid within 10 days). If, after 10 additional days, the Board Member has not paid the dues, they will be removed from the Board.

That upon absence from three (3) regular meetings of the Board during any twelve month period, a Board member shall receive a written reminder that attendance is required. This reminder shall be sent by the Secretary within 7 days of the Board meeting. Upon absence from the fourth meeting, this member shall be removed by the President and a replacement appointed by the Board to serve until the next regular election, when the vacancy shall be filled by election of a qualified individual (see Article III, Section 3) to complete that term. This removal shall be automatic and not subject to vote.

For the purposes of counting attendance at a Board Meeting, to be considered present for the meeting, a Board Member can miss no more than 30 minutes from the time the meeting is called to order till the time the meeting is adjourned, regardless of the total length of the meeting.

ARTICLE IV - OFFICERS

PRESIDENT

This is the principal executive officer of the Corporation. The President presides at all meetings of the Board of Directors and the General Membership; enforces the By-Laws; [Shall present for discussion and ratification by the Regular Membership, all By-Laws changes submitted by the By-Laws Committee Chairman, under Article VI, Section 2, Paragraph C, of these By-Laws, at the January Membership Meeting;] appoints Committee chairs; and serves as ex-officio member of all committees. The President may receive and disburse money in the absence of the Treasurer/Business Manager (but may not write checks payable to him/herself) and shall be bonded. The President may speak on issues at Board meetings (but not at Membership Meetings) and may vote at Board and Membership Meetings only to break a tie.

VICE-PRESIDENT

The principal assistant to the President. The Vice-President acts for the President in the Presidents absence, chairs Standing or Special Committees as appointed by the President, and handles special assignments as directed by the President or the Board.

SECRETARY

The recording officer and custodian of records. The Secretary records and dates minutes of all Board and Membership meetings; files and distributes to other Directors before the next Board Meeting, copies of the minutes and other items of importance; keeps the records of the Corporation except for financial and membership records; files all Committee resolutions; keeps a set of resolutions adopted by the Board and distributes a set to each Director; issues a copy of By-Laws to each new Director; handles correspondence of the Corporation and sends out meeting notices; and performs related tasks as directed by the President or the Board. The Secretary may appoint, with the Presidents approval, a Corresponding Secretary, who works under the direction of the Secretary.

TREASURER/ BUSINESS MANAGER

The principal financial officer. The Treasurer/Business Manager receives and disburses money for the Corporation (but may not write checks payable to him/herself); keeps records of the Corporations financial statements, financial reports on each production, money received by, and reports from, the Box Office Manager and the Membership Committee; and performs related tasks as directed by the President or the Board. The Treasurer/Business Manager may appoint, with the Presidents approval, a Box Office Manager who works under the direction of the Treasurer/Business Manager. Both the Treasurer/Business Manager and the Box Office Manager shall be bonded.

ARTICLE V - MEETINGS

SECTION 1 General Membership Meetings shall be held semi-annually (January or February and July or August) on dates set by the President. The January /February meeting shall be the annual Membership Meeting at which new members of the Board of Directors are elected and/or take office. The President or the Board may call special Membership Meetings. Regular Members may compel the President to call a special Membership Meeting on a petition signed by at least 20% of the Regular Members.

SECTION 2 The Board of Directors shall meet at least once a month on dates set by the President after consulting all Directors. Additional meetings of the Directors may be called by the President or by one-third (1/3) of the full Board. [All Board Meetings shall be open to regular members. Members desiring to attend Board Meetings should contact the theater office for the details regarding the time and location of the next scheduled meeting. Regular members attending the Board Meetings will be spectators only and may not participate in said Meeting unless invited to by the Presiding Officer.]

SECTION 3 Five (5) Directors constitute a quorum for Board meetings. The number of Regular Members present constitutes a quorum for Membership Meetings.

SECTION 4 Directors must be notified at least 48 hours before a Board Meeting is to be held. Notices of Membership meetings must be sent at least 15 days before a meeting is to be held.

ARTICLE VI - COMMITTEES

SECTION 1

Standing Committees:

- A. **Production Committee** - Reads plays and recommends to the Board plays for production; seeks director and producer candidates and recommends their selection to the Board; acts as liaison between the Board and Play producers and directors; helps producers and directors arrange auditions. The Chairman obtains from each play producer a proposed budget for that production, evaluates the budget, and submits it to the Board for action no later than one (1) week after final casting date. No debts may be incurred for a production unless authorized by the Board in an approved budget, but this does not

prohibit purchasing scripts for auditions and committing royalty payments before budget approval. For consideration, prospective producers/directors shall procure a producer/director packet from the Production Committee Chair, submit a proposal as outlined in the packet, and appear before the Interview Committee as directed. In lieu of this, a new director may co-direct with an experienced director, and/or direct a one-act play, subject to Board approval.

- B. **Facilities Committee** - Maintains the Port Tobacco Players theatre, including general cleanliness, inside and outside, restroom supplies, heating & air conditioning, lighting, (including stage lighting), and fire control. Coordinates use of the theatre and advises staffs of individual productions on matters relating to Facilities, including availability of existing Facilities. The Chairman must approve purchase of additional Facilities.
- C. **Properties Committee** - Maintains Properties, sets and set decorations. Keeps inventories of properties and advises staffs of individual productions on matters relating to Properties, including availability of items. Serves as liaison between PTP and community entities desiring to borrow properties and set decorations.
- D. **Membership Committee** - Solicits membership; sends notices of new membership year; publicizes (through the Public Affairs Committee as appropriate) membership drives and the availability of a copy of the By-laws for each Regular Member upon request; keeps membership records, including names, mailing addresses, phone numbers, theatrical experience and interests of Regular Members, and names, mailing addresses, and telephone numbers of other Members.
- E. **Public Affairs Committee** - Publishes Corporation's newsletter and E-news; keeps up to date on community events and recommends to the Board participation in specific events; at direction, or with approval, of the President or the Board, issues general publicity news releases and stories and items of interest to the news media; coordinates participation in special events. Advises staff of individual production on Public Affairs matters, and may help producers and directors with casting announcements, which must be publicized before the first casting date.
- F. **Costume Committee** - Maintains costumes, wigs and make-up. Keeps inventories of items and advises staffs of individual productions on matters relating to costumes, wigs and make-up,

including availability of items. Serves as liaison between PTP and community entities desiring to borrow costumes.

- G. **History/Library Committee:** - Maintains information regarding the Corporation that is of historical significance such as but not limited to programs and data on each production; copies of minutes of all Board and membership meetings; copy of PTP policies and procedures; and pictures and articles relating to activities of the Corporation. Ensures that publications in the library are properly cataloged and controlled for use by the membership and others as appropriate.

- H. **Education Committee:** - Coordinates activities of the PTP Encore Groups, assuring that each activity has a Director/Coordinator, and oversees activities of Encore to assure quality. Researches, proposes, schedules (with Facilities Chair), advertises (through the Public Affairs Committee as appropriate), and implements a variety of educational opportunities in the form of theater workshops and/or classes for PTP members and non-members alike; negotiates costs and contracts; and is responsible for registration of participants, and all aspects of follow up.

SECTION 2

Special Committees:

- A. **Nominating/Election Committee** - Shall consist of three (3) members, one of who is appointed from the Board by the Board and may not be eligible for re-election. This appointed Board member shall serve as Chair. The other two (2) members shall be elected by a simple majority of the membership at the Summer Membership Meeting. The Committee shall submit to the Membership Chairman for verification of eligibility and referral, the names of at least one (1) candidate per vacancy on the Board of Directors and shall distribute and count ballots. If election is by mail, a postmark deadline must be announced and adhered to. The Board of Directors shall prescribe rules governing elections and the conduct of the Nominating/Elections Committee.

- B. **By-Laws Committee** - Shall determine the constitutionality of all proposed By-Law changes as initiated by members, committees or the Board of Directors; shall return all proposed By-Law changes that are determined to be un-constitutional to their respective initiators with a detailed explanation of the reasons for the rejection; shall submit all By-Law changes that are determined to be constitutional to the President of the Board of Directors prior to January 1 before the

scheduled Winter Membership Meeting. The Chairman of the By-Laws Committee shall notify all current members by mail of the proposed constitutional By-Law changes no later than January 1 prior to the scheduled Winter Membership Meeting. The Chairman of the By-Laws Committee shall act as parliamentarian for the corporation during all membership meetings.

- C. **Oversight Committee** - Can be initiated in the event that a member or members or the Board of Directors identifies that an incident has occurred in violation of the company's by-laws, operating rules or rules of conduct. The Executive Committee, led by the President, can appoint a committee chair who is as far removed from the incident as possible, either from within the sitting Board or a member of the company in good standing, to investigate the situation and recommend action(s) to the Board of Directors. The Chairman shall then report to the Board of Directors their findings and recommendations in an executive session. The Board of Directors will then use this information to determine if further action, if any, is warranted. Release of these findings and final report to the broader membership will be determined by the sitting Board of Directors and committee chair.
- D. **Fundraising Sub-Committee**: Coordinates activities of PTP Fundraising to ensure benefactors are reciprocal advertisers and in-kind donors/sponsors. Performs fundraising activities (to include philanthropic and special fundraising events) in coordination with other committees and the Board of Directors. This is a sub-committee under the Treasurer and is chaired by a member in good standing, elected and appropriately recognized. Assists with recruiting and recognizing

ARTICLE VII - ELECTIONS

SECTION 1

New Directors are elected at the Winter Annual Membership Meeting. If voting is by mail, votes are counted before the Winter meeting and the results announced at that meeting. Votes submitted by mail may not be opened and counted until after the Final Date for receipt of ballots.

SECTION 2

If the election is by mail, the Membership must be timely informed of the election and the Nominating Committees nominees so additional candidates can be nominated and their names can appear on the ballot. Names of additional nominees must be submitted in writing, by the date set by the Board, by at least two (2) Regular Members and must be accompanied by the nominees signature consenting to the nomination.

SECTION 3 Proxy voting shall be permitted at Membership Meetings only. A Proxy authorization must be signed and dated by the absent Member, name the Member authorized to cast the Proxy vote, and state the specific issue(s) on which the Proxy may be used.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The PTP Board of Directors employs the use of the PTP Standard Operating Procedure (SOP), and Robert's Rules of Order to conduct its parliamentary procedures. The By-laws supersede any contradictions which may occur in the SOP and the SOP supersedes any contradictions with Robert's Rules.

ARTICLE IX - AMENDMENT OF BY-LAWS

SECTION 1 Proposed changes can be submitted at any time during the year to the Secretary of the Board of Directors and/or By-Laws Committee and must be in writing. To be considered for voting at the Winter Membership Meeting proposed changes must be submitted no later than October 1 and sent to the General Membership for review by January 1.

SECTION 2 Proposed changes to the By-Laws shall be ratified by an affirmative vote of a simple majority of the Regular members attending the scheduled Winter Membership Meeting.

ARTICLE X - FACILITIES AND REAL ESTATE

SECTION 1 The Board of Directors shall act on behalf of the Port Tobacco Players, Inc., to procure and maintain facilities. Facilities are to include but are not limited to performing theater, alternate performing location, and rehearsal facilities. This includes but is not restricted to rental agreements, purchase contracts, or renovation contracts.

SECTION 2 Priority of use for the Port Tobacco Players facilities shall be determined in the following order with the coordination and arrangements to be made through the President, Production Chairperson, and Facilities Chairperson:

- A. Performances - whether regular or special as contained in PTP calendar.
- B. Current Production - rehearsals & set construction
- C. Next Scheduled Production - auditions and rehearsals
- D. Special Productions - contained on the calendar (e.g. Encore presentations and rehearsals)
- E. Other PTP activities (i.e., workshops, classes, meetings)
- F. Other activities