

BY-LAWS OF THE MARSHALL CIVIC PLAYERS

ARTICLE I – NAME

The official name of this non-profit organization is THE MARSHALL CIVIC PLAYERS.

ARTICLE II - OBJECTIVE

The purposes of this organization are:

- a. To promote, encourage, and engage in any or all of the theatrical arts;
- b. To receive and dispose of monies, lands, and property in carrying out (a) above;
- c. To engage such personnel as may be necessary to carry out the above.

ARTICLE III – FINANCE

This organization is financed by the sale of annual membership subscription, donations from interested parties, and such other means as the Board of Directors may determine.

ARTICLE IV - MEMBERSHIP

Membership in this organization is open to any person upon the purchase of an annual membership, the price of which is to be determined by the Board of Directors.

ARTICLE V - STRUCTURE

The structure of this organization shall be the relationship of members, officers, committees, and actors.

ARTICLE VI - EXECUTIVE BOARD

Management and control of the affairs and policies of the organization shall be vested in the Board of Directors.

- a. The Board of Directors shall consist of nine (9) members elected from the membership of the organization as hereinafter provided. The past president, appointed producer, artistic director, and technical director, if hired, would be a member of the Board, but with no voting power in those positions.
- b. A quorum of at least five (5) voting directors shall be required to transact business at any meeting of the Board of Directors.
- c. Meetings of the membership and/or Board of Directors may be held at any time at the request of the President of the Board of Directors or a majority of the Board of

Directors after notice is duly given.

d. Members of the Board of Directors shall be elected for a three (3) year term with at least three (3) members, but no more than five (5) members of the Board to be elected each year. A member may serve a consecutive term if nominated by the Nominating Committee per Article VII.

e. In the event of resignation or failure to act on the part of any office or director, the Nominating Committee shall be contacted to submit one or more names to fill such a vacancy, as may occur until the next regular membership meeting is held. The Board of Directors shall have the deciding vote using the majority system.

Unexcused absences from three (3) Board meetings shall be considered failure to act.

f. A member completing an unexpired term may be re-elected.

ARTICLE VII - FISCAL YEAR

The fiscal year of the organization shall be from September 1 to August 31, inclusive.

a. The meeting of the membership shall be held annually at the call of the Board of Directors for the purpose of electing members of the Board of Directors and for transaction of such other business as may be brought before the meeting.

b. Notice of the annual meeting shall be given to each member by regular and/or electronic mail at least ten (10) days prior to the meeting.

c. Special meetings of the membership may be called by either:

1. Giving notice by regular and/or electronic mail to each member as above; or
2. Announcement of the date of the Special meeting followed by at least one news release in the local newspaper.

d. The slate of directors will be presented to the membership at the annual meeting at which time the ballots shall be tabulated by a committee of three consisting of the Secretary of the Board of Directors, and two (2) tellers appointed by the President of the Board. In the event of a tie vote for the last vacancy to be filled, ballots will be cast again for those nominees only.

ARTICLE VIII – BOARD OF DIRECTORS

The Board of Directors shall elect the following officers from its nine voting members: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

a. Election of these officers shall be by a majority vote of the members of the Board of Directors.

b. The President shall be the authorized leader and preside at all meetings of the Board of Directors. In order to ensure prompt execution of business, the President

may authorize the Treasurer to disperse organization funds for single payments not to exceed \$250 without approval from the Board of Directors.

c. The Vice President shall preside over meetings and perform all necessary duties in the absence of the President.

d. The Recording Secretary shall record the minutes of each meeting and shall keep an accurate and complete record of all proceedings of the meetings.

e. The Corresponding Secretary shall conduct the general chapter correspondence.

f. The Treasurer shall be the custodian of the organization funds, shall oversee deposits of all income in a depository to be designated by the Board of Directors, shall oversee dispersal of organization funds only for the purposes approved by the Board, and shall account for all funds so dispersed in accordance with a system approved by the Board of Directors.

ARTICLE IX – COMMITTEES

The President shall appoint, with the approval of the other Board members, a chairperson for each of the standing executive committees as may be proposed for the season. Each Board member will be an advisor to one or more committees, and act as the liaison between the committee and the Board.

a. No committee chairperson shall hold the same office for more than two (2) years in succession without Board action.

b. The committee chairperson shall appoint their own committee, with the number of members of the committee to be left to the chairperson's discretion unless otherwise stated in these by-laws.

c. Standing Committees may include: Nominating, Finance, Fundraising, Communications, Membership, Special Events, and Programming.

d. Duties of the aforementioned Committees shall be defined in writing by the Board of Directors.

e. A **Nominating Committee** of three (3) members, not serving as directors, shall be elected by the attending membership at each annual meeting. They shall be nominated from the floor and will serve a term of one year. The first nominated shall serve as Chairperson when elected. They shall submit 1) a slate of directors at the next annual meeting to fill regular vacancies and 2) names to the board to fill any board vacancy during the year (to serve out the vacant terms).

The Nominating Committee will be required to report to the Board of Directors with a slate of no less than three (3) nominees, one (1) month prior to the annual

meeting. At the Annual meeting, other nominations may be made from the floor. The vote shall be by secret ballot of the members present, and the nominees receiving the most votes will be elected.

The Nominating Committee will be under the direction of the President who will serve as liaison between the Committee and the Board. The President will not serve as a member of the Committee.

f. The Board of Directors may establish other committees for the performance of such duties as the Board may prescribe.

ARTICLE X - PRODUCTION STAFF

The President, with the approval of the Board of Directors, shall appoint a Producer, an Artistic Director, and a Technical Director as needed for each production.

a. The Producer, Artistic Director, and Technical Director will be ex-officio members of the Board, without vote, during the time of his/her production.

b. The compensation and duties of the aforementioned personnel shall be defined in writing by the Board of Directors.

c. The Board of Directors shall ensure that each scheduled production has an assigned Show Liaison to be filled by individual board members. The Show Liaison shall be present at each production meeting held by the artistic team and shall be the chief contact for the Producer and artistic team. The Show Liaison shall communicate with the President regularly.

ARTICLE XI - PAST PRESIDENT

The immediate past president, if no longer a voting member, may be a consulting member of the Board of Directors, without vote.

ARTICLE XII - AMENDMENT OF BY-LAWS

These by-laws may be amended by a two-thirds vote of the members present at any annual meeting or by a two-thirds vote of the members present at any special meeting called for that purpose. The proposed amendment shall be presented to the membership for consideration at least ten (10) days prior to the meeting.

ARTICLE XIII - DISSOLUTION

Upon the determination, by a unanimous decision of the Board of Directors, that it is in the best interests of the Marshall Civic Players to cease operations and dissolve, the Board of Directors shall present its decision to the general membership at an annual meeting or a special meeting called for approval or rejection of the dissolution.

In the event that the Marshall Civic Players cease operations and dissolve their existence, all financial assets shall be turned over to another non-profit organization as determined by the Board of Directors, free of any direction or obligation for their use. All personal property (costumes, props, set materials, etc.) in existence shall be given to another non-profit organization, as determined by the Board of Directors, free of any direction, encumbrances or obligation for their use. **It is the intent of the Marshall Civic Players to promote the performing arts of other organizations through these gifts.**