

Bylaws of  
The Village Players Theatre  
(Adopted June 16, 2009)

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## **Article I – Name**

The name of this organization shall be The Village Players.

## **Article II – Purpose**

The purposes and objectives of this corporation, including those set forth in the Articles of Incorporation, are to promote and encourage charitable and educational activities in the advancement of art, literature, and science by furnishing training in acting, stagecraft, and playwriting, and in providing facilities for the expression of such art in the community.

## **Article III – Membership**

Section 1: Membership in The Village Players shall be open to all persons, without discrimination, who are interested in the purposes and aims of The Village Players, who are willing to subscribe to these Bylaws and Policies as set forth by the Board of Trustees, and who are otherwise qualified under the provisions set forth in the Bylaws.

Section 2: Qualifications for Active Membership

(a) An expressed interest and willingness to work in some aspect of theatre production

(b) Active membership in the organization shall be contingent upon the following criteria:

1. Active participation (either on stage or backstage) in some capacity (to a level of effort acceptable to the Board of Trustees) with the productions and/or activities of the Theatre within the past current season, or

2. Active participation as an elected officer or appointed committee chairman of the Theatre for the current season.

(c) Payment of all dues and assessments as required by Board Policy.

## **Article IV – Officers**

Section 1: The officers of this corporation shall be the President, Vice President-Production, Vice President-Public Relations, Vice President-Development, Secretary, and the Treasurer. A member of the Board of Trustees elected as an officer must resign as a trustee, and the vacancy thereby created shall be filled according to the provisions of Article VI, Section 5. The present officers shall continue to hold office until the end of the fiscal year following the annual meeting. Officers shall serve for two (2) years.

Executive Council members shall serve in alternating groups as follows:

Group 1: President, VP-Public Relations, and VP-Development

Group 2: VP-Production, Secretary, and Treasurer

Officers shall be subject to disciplinary actions as provided in Article VI, Section 6.

Section 2: The President shall be the Chief Executive Officer of this corporation and shall perform such duties as customarily appertain to this office and shall preside at all meetings of this corporation.

Section 3: The Vice President-Production shall exercise all the power and authority of the President during the absence or disability of the President. This Vice President shall have the duties of managing those functions relating to production details of the theatre as defined herein and in the policies adopted by the Board of Trustees and any other related duties assigned by the officers of the corporation.

Section 4: The Vice President-Public Relations shall have and exercise all the powers and authority of the President during the absence or disability of the President and the Vice President-Production. This Vice President shall have the duty of managing the public relation functions of the corporation as defined herein and in the policies adopted by the Board of Trustees and any other related duties assigned by the officers of the corporation.

Section 5: The Vice President-Development shall have and exercise all the powers and authority of the President during the absence or disability of the President, the Vice President-Production, and the Vice President-Public Relations. This Vice President shall have the duties relating to the development fund-raising activities of the corporation as defined herein and in the policies adopted by the Board of Trustees and any other related duties assigned by the officers of the corporation.

Section 6: The Secretary of the Corporation shall cause accurate minutes of the meetings of the corporation and its executive committee to be kept, shall cause all required notices to be given in the manner prescribed and shall perform such other duties as directed by the President.

Section 7: The Treasurer shall have general supervision of all finances and be bonded for such duties. The Treasurer shall receive and perform such other duties as from time to time may be assigned by the President of the Board of Trustees. The Treasurer shall keep accurate account of the finances of the corporation and present an annual report and any periodic reports requested by the President. At any meeting of the Board of Trustees, the Treasurer shall furnish abstracts of the financial condition of the corporation as of the date requested by the President or by said Board of Trustees. Upon the expiration of the term of office, the Treasurer shall deliver all money, books, papers, and other property of the corporation in possession or under control to an Audit Committee appointed by the President. The Treasurer will report monthly or as specified by the Board of Trustees on the status of the corporate budget.

## **Article V – Executive Council**

Section 1: The Executive Council shall consist of the elected officers of the corporation as set forth in Article IV. Council members shall serve for the term which they were elected or appointed. The President shall serve as Chairman of the Executive Council.

Section 2: The Executive Council shall manage the affairs of the corporation in the intervals between meetings of the Board of Trustees, and shall have delegated to it full power and authority to conduct the affairs of the corporation as provided by the laws of the State of Ohio.

Section 3: The Executive Council shall adhere to all rules set forth in the Policy Manual as approved by the Board of Trustees

## **Article VI – The Board of Trustees**

Section 1: The Board of Trustees shall have full power to conduct the affairs of this corporation, as provided by the laws of the State of Ohio. Board Members are expected to set an example through their own generosity. Each Board Member shall be an Active Member as defined in Article III, Section 2.

Section 2: The Board of Trustees shall consist of:

- (a) Nine (9) active members who shall serve for a term of three (3) years
- (b) The immediate Past President
- (c) The officers of this corporation
- (d) Two (2) optional trustees who shall be nominated by, and serve only during the term of the President, and shall be ratified by a majority of a quorum of the remaining trustees

The terms of all trustees shall commence on the first day of the fiscal year of this corporation.

Section 3: At each Annual Meeting, three (3) active member trustees shall be elected for three (3) year terms.

Section 4: The Board of Trustees shall adopt policies for the government of this corporation. A majority of the number of existing Board Members shall constitute a quorum for the transaction of business, and a majority of a quorum shall be required for passage of all motions.

Section 5: Any vacancy on the Board of Trustees of officers of this corporation shall be filled by an election held by the remaining members of the Board, and such persons elected to the office by the Board shall hold office for the un-expired terms to which they are elected.

Section 6: If an officer or member of the Board of Trustees fails to perform the duties devolving upon him, or ceases to be an Active Member, if required by his office, said office may be declared vacant by a two-thirds (2/3) majority vote of the Board of Trustees and after reasonable notice has been given to said person, the vacancy shall be filled as herein provided (Article VI, Section 5). If a Board Member misses more than three (3) meetings per year, or has at least two (2) unexcused absences per year, (excluding acts of God or other catastrophic incidences) that Member may be requested to step down from the Board of Trustees.

Section 7: All members of the Board of Trustees, including officers, shall serve without compensation. However, reimbursement for necessary expenses on behalf of the corporation may be properly authorized.

Section 8: Board Members shall act as community advocates for The Village Players. Board Members are expected to use their influence in the community at large in the best interests of the theatre.

## **Article VII – Committees, Production Roles and Job Descriptions**

Section 1: The Board may appoint standing and ad hoc committees as needed.

Section 2: Producers are assigned by the Vice President of Production. Other Production roles will be assigned by the producers in collaboration with the Vice President of Production

Section 3: Job descriptions and manuals describing responsibilities of each committee and production roles shall be maintained by the board.

Section 4: In order to provide continuity in leadership manuals shall be developed describing the functional responsibilities of the Executive Council. These manuals will include work flow descriptions and detailed explanations of seasonal activities. It will be the responsibility of each Executive Council member to keep these manuals up to date. They should be updated at minimum at the end of each term.

Section 5: The official copies of these manuals and job descriptions will be stored by the secretary.

## **Article VIII – Meetings of the General Membership**

Section 1: The annual general meeting of this corporation and its membership shall be held no later than June 30th of each year, unless otherwise fixed by the Board of Trustees, which shall also designate the time and place of said meeting.

Section 2: Special meetings may be called by the Executive Council, by the President, or upon the written request of five (5) active members. The President shall hold a special meeting of the corporation within ten (10) days after receipt of the written request.

Section 3: Notice of all meetings shall be sent to all active members at least five (5) days prior to any general meeting.

Section 4: A quorum is necessary for the transaction of business for any lawful purpose. A quorum shall consist of a number equal to or greater than the majority of the Board of Trustees.

## **Article IX – Meetings of the Board of Trustees**

Section 1: The Board of Trustees shall meet at least monthly for the purposes of the transaction of such other business as may come before the meeting. Meetings by telephone conference call are permitted.

Section 2: Notice of meetings shall be given in person, by phone, by mail, or by e-mail as the need dictates. A message left on a Trustee's telephone answering machine is deemed sufficient notice.

## **Article X – Nominations, Elections and Voting**

Section 1: At least sixty (60) days prior to each annual meeting the president shall appoint a Nominating Committee of not less than three (3) active members, none of whom may be members of the current Board of Trustees. It shall be the duty of the Nominating Committee to nominate at the annual meeting at least one (1) active member for each position for which elections are to be held. The Board of Trustees shall be notified by the Nominating Committee of any vacancies on the slate at least ten (10) days prior to the annual meeting.

The Membership chairman shall prepare and publish a roster thirty (30) days prior to the annual meeting of Active Members in good standing (Article III, Section 2). Voting rights at the annual meeting will be granted on the basis of Active Membership.

Section 2: At the annual meeting, after the nominations of the Nominating Committee have been duly made, the President shall call for nominations from the floor. When nominations are closed for each position, an election shall proceed by written ballot, except where there is only one (1) nominee for the office. No member shall cast more than one (1) vote. A plurality of the ballots cast shall be required for election. In case of a tie the candidates receiving the two (2) highest number of votes in the first ballot shall be included in the second balloting. Additional balloting for said office shall continue until one (1) candidate shall receive a majority of votes cast on a rebalot and he/she shall be elected to said office.

Section 3: All voting by the membership shall be in person. Proxies are not permitted.

Section 4: All ballots shall be counted at the annual meeting in full-view of the membership by three (3) board members whose seats are not in contention.

Section 5: The number of ballots distributed shall be recorded and compared with the number of completed ballots collected.

Section 6: Results of the elections shall be recorded in the minutes of the annual meeting.

## **Article XI – Indemnification**

Section 1: Each person who at any time is or shall have been a member of the governance board, officer, employee or agent of the Corporation and such person's heirs, executors, and administrators shall be indemnified by the Corporation in accordance with and to the full extent permitted by ORC 1702.12(E) in effect at the time of adoption of these bylaws or as amended thereafter. As authorized by the Board, the Corporation may purchase and maintain insurance against liability on behalf of such persons.

Section 2: No person serving as a Trustee or officer shall be indemnified by the Corporation in any instance in which he or she shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of law or from or on account of any transaction with respect to which it was determined that such Trustee or officer personally received a benefit in money, property or services to which the Trustee or officer was not legally entitled.

## **Article XII – Administrative and Financial Provisions**

Section 1: The Corporation shall operate on a fiscal year beginning July 1 and ending June 30.

Section 2: The Corporation shall keep complete records of accounts and minutes of all meetings of the Board of Trustees. The minutes of all meetings shall be available for inspection by any member at any reasonable time.

Section 3: No loans shall be made by the Corporation to any trustee or officer of the Corporation. No part of the net earnings of the organization shall inure to the benefit of its trustees, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the express purposes of the organization

Section 4: Negotiable Instruments: all checks, drafts, bills of exchange, notes, acceptances, obligations and other instruments for the payment of money shall be signed in the name of the corporation by such officer or officers, person or persons as the Board of Trustees may from time to time determine.

Section 5: Deeds, Contracts, and Miscellaneous Instruments: all contracts, deeds, bonds, choices in action, and leases shall be made in the name of the corporation. The name of the corporation shall be signed for all such purposes by the President and attested by the Secretary, or as otherwise directed by the Board of Trustees.

Section 6: Expenditures Within Annual Budget: Expenditures within the limits fixed by the annual budget, which shall have been approved by the Board of Trustees, shall not require further approval by the Board.

Section 7: Expenditures Not Within Limits of the Annual Budget: no expenditures of money which is not within the limits fixed by the annual budget shall be valid unless adopted by the specific resolutions of the Board of Trustees and approved by the affirmative vote of at least a majority of a quorum of the Board of Trustees.

Section 8: Annual Budget: The Board of Trustees will approve an annual budget within sixty (60) days of the beginning of the fiscal year. This budget must be balanced based on projections of income, expenses, and available surplus. Once the budget is approved and in force, if income drops below estimate, the Treasurer will inform the Board, which will reduce budgeted expenditures to maintain fiscal stability.

## **Article XIII – Amendment of these Bylaws**

Section 1: Proposed amendments to these Bylaws must be submitted in writing to the Secretary at least sixty (60) days prior to any general membership meeting. Proposed amendments shall be published for review by the general membership at least thirty (30) days prior to any such meeting. Amendments must be approved by two-thirds (2/3) of the active members present.

## **Article XIV – Dissolution**

Section 1. In the event that the Board of Directors determines for any reason to dissolve the Corporation, any residual assets, after provision for paying all obligations, shall be transferred to a 501 (C)(3) organization.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned, President of the Corporation known as "The Village Players" does certify that the above and foregoing Bylaws were duly adopted by the membership of said Corporation on the Sixteenth day of the month of June in the year Two Thousand and Nine, and that they now constitute the Bylaws of said Corporation.

Attest: \_\_\_\_\_  
Laura A. Hansen, President