

# PENINSULA PLAYERS BYLAWS

## ARTICLE I: NAME AND LOCATION:

The name of this organization shall be PENINSULA PLAYERS, and shall be located in Pacific County, Washington.

## ARTICLE II: PURPOSES AND OBJECTIVES:

SECTION 1: The purposes and objectives are as follows:

- a. To produce theatrical productions for the entertainment and cultural development of the community.
- b. To offer a comprehensive performing arts program which provides ongoing training to those individuals seriously interested in the theater arts for meaningful recreational purposes.
- ~~e. To provide a vehicle for artistic expression and social interaction in the theater arts for intellectual and emotional growth and meaningful recreational purposes.~~
- ~~d. To provide a vehicle for social interaction, and intellectual and emotional growth.~~

SECTION 2: In order to achieve the objectives of this organization, the group may:

- a. Arrange for instructors, artistic directors, choral directors, choreographers, or any other key staff personnel as may be required.
- b. Hold, lease, purchase or sell such real estate, property or equipment, as may be necessary or reasonably incident to the conduction of its business.

## ARTICLE III: MEMBERSHIP

SECTION 1: Membership is open to all citizens of the community and will not be subject to discrimination due to age, sex, race, creed, religion, and cultural heritage, socio-political or economic status.

SECTION 2: ~~There will be two categories of members, each of which will have full membership privileges:~~

- ~~a. Merit Members—Those individuals who contribute their talents and efforts to the growth and development of the organization, as recognized by the Board of Directors. This will include cast and crew of one of our productions~~
  - ~~b.a. Contributing Members—Those individuals who make a financial contribution in the form of membership dues~~
- Members shall pay dues annually in an amount to be determined by the Board of Directors. Patrons will be given one membership, the dues to be deducted from their Patron gift.

SECTION 3: Voting criteria are as follows:

- a. Members ~~of both categories~~ shall be entitled to one vote at all general meetings of this organization.
- b. A member must be present at general meeting to vote, unless otherwise stipulated by the Board of Directors.
- c. A member must be at least fourteen (14) years of age to vote.
- d. ~~A member who is absent from two (2) or more consecutive general meetings loses his/her right to vote; reinstatement of voting rights will occur only after attendance at two (2) consecutive general meetings.~~

SECTION 4: Members of this organization shall have the following privileges:

- a. Shall have the opportunity to engage in any or all of the social activities of this group.
- b. Shall receive a periodic newsletter of the group's activities.
- c. Shall be invited to participate in the educational programs which may include field trips, workshops, discussion groups, etc.
- d. Shall be invited to all general meetings of this group and entitled to vote on all issues presented to the general membership for a vote.

SECTION 5: ~~Each m~~Membership must be renewed annually. Membership dues are considered a donation to Peninsula Players.

SECTION 6: Membership sanctions – Membership privileges are subject to orderly behavior by each member, and may be curtailed or denied by action of the board until after the next general meeting. ~~Reinstatement of full or partial privileges may be granted upon appeal by the board.~~

#### ARTICLE IV: MEETINGS

##### SECTION 1: Board of Directors

- a. Shall meet at a regularly at a time and place which may be determined by the Board of Directors.
- b. A majority of the directors then in office shall constitute a quorum for the transaction of business.
- c. A majority of those directors present shall determine all matters presented for action.
- d. Meetings will follow Roberts Rules of Order.

##### SECTION 2: General membership

- a. Shall meet regularly at a time and place which may be agreed upon by the general membership.
- b. The annual meeting of the General-general membership shall be the last Sunday in March (unless ~~it falls on Easter, then~~ the Board of Directors shall determine another date).
- c. The active members present shall constitute a quorum for the transaction of business.

- d. A majority of those members present shall determine all matters presented to them for action.
- e. Meetings will follow Roberts Rules of Order.

SECTION 3: Special meetings of the general membership

- a. May be called at any time by the president for any reasonable purpose.
- b. Five (5) days notice to the general membership is required.
- c. The same quorum and voting requirements as for the general membership meetings pertain.
- d. Meetings will follow Roberts Rules of Order.

SECTION 4: The order of business at all meetings of both the general membership and the Board of Directors of the group shall be:

- a. Secretary's report – entails the reading, consideration, and action upon the minutes of the last preceding meeting.
- b. Treasurer's report – entails a report of the financial status of the group.
- c. Correspondence report - entails the reading and consideration of communication.
- ~~d.~~ Committee reports – entail the reports on the status and activities of any active committees by the committee chairperson.
- ~~d.e.~~ Production report – entails a progress report of the current production by the artistic director and/or the producer.
- ~~e.~~ Committee reports – entail the reports on the status and activities of any active committees by the committee chairperson.
- f. Unfinished business – entails a status report of unfinished business and action required.
- g. New business – entails consideration of new business and recommended or required action.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: Management and duties

- a. Shall conduct, manage and control all affairs and business of this group.
- b. Shall make rules and regulations not inconsistent with the laws of this state, or the by-laws of this group.
- c. May incur indebtedness within statutory limits, may authorize the purchase, encumbrance, and sale of real or personal property.
- d. May enter into, perform, or authorize the performance of contracts and agreements with respect to the acts and powers granted by law, by these by-laws.
- e. May recruit key staff personnel as may be required to achieve the objectives of this organization.

SECTION 2: The Board of Directors shall consist of seven (78) members who are to fill each of the following positions:

President

Vice President  
Secretary  
Treasurer/Business Manager  
Volunteer Coordinator  
Membership Coordinator  
Publicity Coordinator  
Member-at-Large

SECTION 3: Election of the Board of Directors:

- a. Members of the Board of Directors shall be elected annually at the March meeting of the general membership and shall serve as follows: for one year terms with the exception of President who is the outgoing Vice President.
  - b. The positions of Vice President, Secretary, Treasurer/business manager shall be voted for by office.
  - c. Nominations for each position of the Board of Directors will be accepted from the floor from any member of this organization on the day of the election.
  - d. A member running for offices of President, Vice President, Secretary and Treasurer must be a voting member in good standing and must be of legal age.
- (18)

SECTION 4: Vacancies:

- a. If the office of any member of the Board of Directors becomes vacant, the remaining directors, by a majority vote, may elect a successor who shall hold office for the unexpired term.
- b. In the case of the absence or temporary disability of an officer, the Board of Directors may delegate the powers and duties to another officer for that period of time.

SECTION 5: Removal from office:

Any officer of the Board of Directors, for any reasonable cause, may be removed from office by a two-thirds (2/3) vote of the Directors then in office.

SECTION 6: Additions to and Deletions from the Board of Directors:

Board members may be added ~~in increments of two or decreased~~ at any time by a majority vote of the sitting Board. ~~The number of board members may be decreased in increments of two at any time by a majority vote of the sitting board.~~

ARTICLE VI: POWERS AND DUTIES OF OFFICERS

SECTION 1: The powers and duties of the President.

- a. Shall be the chief executive officer and head of this group.
- b. Shall preside at all meetings of members and directors.
- c. Shall see that all orders and resolutions of the ~~Directors~~ directors are performed.
- d. Shall sign and execute all authorized contracts, conveyances, mortgages, notes, bonds, documents, or other obligations in the name of this group.

- e. Shall make periodic reports of the affairs of this organization to the general membership.
- f. Shall establish, by and with the advice and consent of the Board of Directors, any additional committees which may be required.
- g. Shall act as the official spokesman for the group.

SECTION 2: The powers and duties of the Vice President.

- a. Shall perform all duties of the President in his/her absence, disability or resignation.
- b. Shall be responsible for all committees as the group requires them.
- c. Shall assist the president in the performance of those duties, as required.
- d. Shall maintain order during board and general meetings.
- e. Shall be chairperson of the nominating and elections committee.
- f. May, with the consent of the Board, serve as executive producer.

SECTION 3: The powers and duties of Secretary:

- a. Shall attend all sessions of the Board and general membership, and shall record all votes and the minutes of all such proceedings in a book to be kept for that purpose, which shall be the property of this group.
- ~~b. Shall be responsible for the publication and mailing of a periodic newsletter.~~
- ~~e.b. Shall maintain an accurate membership list, and shall serve or give notices of meetings of the members and directors.~~
- ~~d.c.~~ Shall be responsible for general secretarial service to this group.
- ~~e.d.~~ Shall have charge of and maintain a file of the general correspondence of this group.
- ~~f.e.~~ Shall maintain custody of the official records of the group.

SECTION 4: The powers and duties of Treasurer/Business Manager:

- a. Shall act as the financial agent of the group for the receipt and disbursement of funds.
- b. Shall keep full and accurate accounts of all receipts and disbursements and such special accounting as may be directed in a book or books belonging to the group.
- c. Shall render a financial statement at each regularly scheduled meeting of the general membership and the Board of Directors, and at such other times when so requested.
- d. Shall make an annual report, as required to the Internal Revenue Service. (IRS).
- e. Shall have the sole power to issue checks upon the accounts of this group and make disbursements of the funds thereof subject to the order of the Board of Directors; checks upon corporate funds shall be signed by the Treasurer and countersigned by the Vice-President or by a person designated by the Board of Directors.
- f. Shall deposit funds of the group in such bank or banks as may be determined by the Board of Directors.
- g. Shall oversee the operations of the Box Office and Production account.

SECTION 5: The powers and duties of the Volunteer Coordinator:

One person that keeps a list of people and organizations in the community that say they “can do” or have the “capabilities or talents” that are valuable to our group. This person would be the go-to person for help needed for plays, events, or work parties. This person would oversee volunteers to be in charge of makeup, props, costumes, and set inventories.

SECTION 6: The powers and duties of the Membership Coordinator:

A person that has membership growth primarily on their mind. They would be responsible for the creation of membership information and make it available at any and all functions. They would handle Patron contact. They may also head up the committee for an annual full membership meeting. Shall be responsible for the publication and mailing of a periodic newsletter. Shall maintain an accurate membership list, and shall serve or give notices of meetings of the members and directors

SECTION 7: The powers and duties of the Publicity Coordinator:

This person would have the know-how and know-who to contact all media - newspaper, reader boards, on-line calendars and radio - in the greater Pacific County area. They would coordinate and help with all show publicity. They would also collect and organize all clippings and advertising about Peninsula Players.

SECTION 8: The powers and duties of the Member-at-Large:

At the direction of the sitting board, to utilize the specific talents, skills, and interests of the member-at-large.

## ARTICLE VII: COMMITTEES

SECTION 1: The board of Directors may establish committees for the purposes and the performance of such duties as the Directors may prescribe.

SECTION 2: Appointment of Committee Chairmen:

- a. Chairpersons of committees shall be appointed by the President, by and with the advice and consent of the Board of Directors.
- b. The various chairpersons, by and with the advice and consent of the President, shall appoint the members of their committees, the number to be at the discretion of the chairpersons.

## ARTICLE VIII: REMUNERATIONS:

No officer, director or member shall directly or indirectly receive any salary, remuneration, profit or other benefit for his/her services as officer, director or member and the group shall be operated wholly for the charitable, education, cultural and similar purposes. Nothing herein shall be construed to prevent the organization from reimbursing out of pocket expenses of members made in behalf of the group, providing that receipts are furnished the treasurer.

#### ARTICLE XIX: DISSOLUTION:

The property of the group is irrevocably dedicated to charitable and cultural purposes. Upon dissolution, after all financial obligations have been satisfied in full, all assets shall be distributed to a fund, foundation or organization operated and organized for non profit purposes qualified for tax exemption described under section 501 (c) (3) of the Internal Revenue Service.

#### ARTICLE X: AMENDMENTS

These bylaws may be altered, amended or repealed and other bylaws adopted by action of:

- a. The board of Directors, by a two thirds (2/3) vote, provided that two (2) weeks notice is given to each of the directors regarding the proposed action, and
- b. The members, by a majority vote of those present, at a regular or special general membership meeting, provided that at least two (2) weeks notice of the proposed action is contained in the notice of such a meeting.