

[Note: Additions are **underlined** (and in **blue**) and deletions have ~~strike-throughs~~ (and in **red**). Once the final vote is taken, the text will be cleaned up, formatted, and renumbered properly.]

## **BYLAWS OF BEECHMONT PLAYERS, INC.**

These Bylaws, adopted ~~January 20, 2010~~ **[DATE]**, supersede in its entirety the ~~Constitution~~ **Bylaws** adopted January 20, 2010.

**[Let it be known that the term “they,” for the purposes of this document, is a comprehensive, genderless term inclusive of any individual, male or female, who fulfills a role or function within the organization.]**

### **ARTICLE I – PURPOSE AND MISSION STATEMENT**

**PURPOSE:** Beechmont Players, Inc., hereinafter called “the Players,” is a non-profit organization (**#31-0892258**) incorporated in the State of Ohio for the encouragement of and participation in all forms of the dramatic arts including, but not limited to, the production of plays, readings, recitals, and the like, and all things necessary and appertaining thereto, further including the production of original works of the dramatic arts or standard productions of ~~well-known or little-known~~ **dramas, plays, readings, etc. works**, provided that all such activities fall within the purposes set forth in section 501(c)(3) of the Internal Revenue Code of 1954.

**MISSION STATEMENT:** Beechmont Players, Inc. is a community theatre organization which enriches the community through education and appreciation of the dramatic arts.

### **ARTICLE II – MEMBERSHIP**

#### Section 1 – Requirements

**Membership is open to all who are interested and willing to subscribe to the general purpose of the organization.** ~~Any volunteer participating in any activity of the Players is a Provisional Member.~~

Any person wishing to become an ~~Active~~ member shall ~~complete a~~ **submit a completed** membership application to the Board of Trustees, **accompanied by payment of the dues for the current year.** The membership application shall be in such a form and manner as the Board may prescribe. ~~-, accompanied by payment of the dues for the current year. He~~ **Upon acceptance, the applicant** shall then become an ~~Active~~ member, and shall enjoy all rights of full membership. ~~If there is just cause, a~~ **A** membership may be rejected by a two-thirds **(2/3)** vote of the Board of Trustees.

**A person acting in any production of the Players must be a member.** ~~All participants in any production of the Players must be an Active Member.~~

#### Section 2 – Classes of ~~Active~~ Membership

There shall be three classes of ~~active~~ membership: 1) individual; 2) family; and 3) lifetime. Two or more persons sharing the same place of residence constitutes a family membership. A lifetime membership, which provides an individual with dues-free membership for life, plus all other privileges of an individual membership, may only be granted by the Board of Trustees.

### Section 3 – Dues

Dues shall be set by the Board of Trustees, with approval of a majority of the Membership in attendance at a regular meeting, provided written notice of any change is sent to all members prior to the meeting. Changes in dues shall become effective in the next fiscal year. Dues shall be payable annually and are due July 1. ~~The Vice President Membership shall furnish each paid member a membership card in a timely manner.~~ Dues shall not be pro-rated for any portion of a year.

~~Any member whose dues remain unpaid by the September meeting will be considered delinquent, and shall remain so until such dues are paid or they are removed from membership.~~

### Section 4 – Rights of Membership

Each ~~Active~~ member ~~in entitled to~~ will be informed of and is entitled to participate in all activities of the Players. Members under the age of 18 will be permitted to participate in the Players' activities at the discretion of the Board of Trustees.

Each ~~Active~~ member ~~12~~ 18 years and older has full voting privileges at all membership meetings. All votes are equal. ~~Family memberships may have a maximum of two votes.~~

Upon approval of their membership application, each member is entitled access to ~~receive~~ a copy of these Bylaws, a current job description list, ~~a membership card~~, and the membership list.

Membership rights shall be lost only by removal from membership or by ~~delinquency in~~ failure to pay dues.

### Section 5 – Cancellation of Membership

Any person's membership in the Players may be canceled by majority vote in a regular or special membership meeting or by vote of six (6) members of the Board of Trustees, should such member's conduct be deemed detrimental to the best interests of the Players. No portion of the membership fee would be refunded due to such cancellation. ~~He shall immediately surrender his membership card without recompense.~~

~~Any member whose dues are delinquent for one year shall be removed from membership.~~

## ARTICLE III – MEETINGS

There shall be ~~one~~ general monthly meetings of the membership ~~each month~~ throughout the year. ~~This meeting~~ These meetings shall be held on a regular day and time each month as determined by the Board of Trustees. The Board has the right to cancel meetings with due cause. It shall be the responsibility of the Vice President-Membership Secretary to notify the membership in writing of changes in the date of any meeting at least 10 days preceding the meeting.

There shall be one meeting of the Board of Trustees each month throughout the year, to be held on a day and time as determined by the Board, and held at any location convenient to all Trustees. Meetings of the Board are open to the general membership. ~~and~~ An “executive session” of the Board (~~exclusive of~~ no non-Board members present) may be called, as determined by the Board. The quorum for all Board meetings shall be five (5) voting members.

Special meetings may be called at any time by the President or, in ~~his~~ their absence, by the Vice President-Sales, or by a majority of the Board of Trustees, or by ten (10) or more members, provided all members are given at least ten (10) days prior notice of the meeting and the reason for which it is called.

With the agreement of the majority of the Trustees, a meeting may be held through the use of alternate communications equipment, if all persons participating can see and/or respond to one another.

## ARTICLE IV – ORGANIZATION

### Section 1 – Calendar

The Players shall operate on a fiscal year of July 1 through June 30.

### Section 2 – Administration

Administration of the business of the Players shall be vested in the 9-member Board of Trustees, consisting of a President, a Vice President-Sales, a Vice President-Facilities, a Vice President-Membership, a Vice President-Shows, a Secretary, and a Treasurer, all elected from the membership for two-year terms; and two Members-at-Large, elected for one-year terms. The Immediate Past President shall serve in a non-voting, advisory capacity for one year. All members of the Board must be active members of the Players.

No trustee may serve more than two consecutive terms in any one office, or more than a total of four consecutive terms in multiple offices. Re-election may be sought after a one-year hiatus.

No member may act as a representative of the organization without explicit approval of the Board.

### Section 3 – Election of Trustees

The President shall appoint no later than the February membership meeting a Nominating Committee of five **active** members, at least one of which shall be a Trustee (**not the President**) and at least three of which shall not be Trustees.

~~Elections will take place at the April membership meeting.~~

The Nominating Committee will submit a slate of candidates **at the March membership meeting**, all of whom must be **active** members. President, Vice President-Facilities, Vice President-Membership, and Treasurer shall be elected in even years. Vice President-Sales, Vice President-Shows, and Secretary shall be elected in odd years. Two Members-at-Large shall be elected each year.

**Elections will take place at the April membership meeting.** Additional nominations may be made from the floor, provided ~~that each is seconded and that~~ permission has been received from the nominee.

**Voting shall be by secret ballot.**

The presiding officer shall appoint two tellers, not members of the current Board of Trustees, nor nominees, to count the ballots. ~~Voting shall be by secret ballot.~~ The tellers shall declare the nominee receiving the greatest number of votes for each office **elected to be the winner**. In the case that two nominees tie for greatest number of votes, a second ballot shall be taken to choose between the two.

Any Trustee elected to ~~another~~ **a different** Trustee position **serving on a different schedule** must **immediately** resign his current position effective July 1, and a successor shall be elected **immediately at the April membership meeting** for the ~~balance~~ **remaining year** of their term.

Trustees-elect shall take office on July 1, but may attend meetings of the Board of Trustees before then without a vote.

#### Section 4 – Unexpired Terms

In the event of a vacancy on the Board of Trustees due to resignation or other reason, except as provided in Section 3 above, the remaining Trustees shall by majority vote elect a member of the Players to complete the unexpired term.

**A vote to approve this election will be taken at the next membership meeting.**

#### Section 5 – Removal of Trustees

Any Trustee having missed three successive meetings of the Board or a total of five meetings within the fiscal year may be removed from office by majority vote of the remaining Trustees, provided that ~~he~~ **they** received sufficient notice of the meetings. Any Trustee in danger of being removed from office in this manner shall be notified by the ~~remaining~~ **highest-ranking** Trustees **(per job description)** in writing.

A Trustee who has become unable to fulfill ~~his~~ their duties may be removed from office by ~~unanimous~~ majority vote of the remaining Trustees.

Any Trustee who loses ~~his~~ their rights of membership automatically loses ~~his~~ their trusteeship.

### Section 6 – Executive Committee

Members of the Executive Committee shall be comprised of the President, Secretary, and Treasurer.

- A. The Executive Committee shall transact any urgent business that might arise between Board meetings.
- B. The results of any Executive Committee action must be approved by a majority of the Board within seven (7) days and will be recorded in the minutes of the next Board meeting, including the original votes of the Executive Committee members.

## ARTICLE V – DUTIES

### Section 1 – General Duties of the Board of Trustees

It shall be the duty of the Board of Trustees:

1. To administer the ~~programs~~ activities of the Players, to oversee the collection and expenditure of all funds, to enter into contracts, and to carry out the business of the Players. ~~To coordinate its activities, the Board shall meet once a month prior to the membership meeting. The quorum for all Board meetings shall be five voting members.~~

(new subsection – renumber remaining subsections) To make all rules and regulations for the management of its properties.

2. To keep all appropriate business, membership, and historical records.

(new subsection – renumber remaining subsections) To set both short and long range objectives to accomplish the Players’ stated purpose(s).

3. To adopt at the ~~August~~ May Board meeting a comprehensive budget for the year, which shall be ~~presented to~~ voted on by the membership at the ~~August~~ June membership meeting.
4. To determine the amount of compensation, if any, to be paid to anyone serving in any capacity or participating in any activity of or providing any service to the Players.

5. To maintain such liability, property, and theft ~~and other~~ insurance as is deemed proper and necessary, ~~and to maintain an adequate bond on the Treasurer, Ticket Chair, Ticket Manager, and other such members as is deemed proper by the Board,~~ and to review all such coverage at the first Board meeting ~~each~~ of the fiscal year.
6. To ~~provide~~ obtain facilities for performances, meetings, and storage, and to maintain all facilities and property of the Players.
7. To keep the membership informed of all happenings by means of a regular newsletter and reports at the membership meetings, and to ~~submit~~ make available to the membership not later than the ~~August~~ September meeting a summary fiscal report of the concluding season.
8. To select the shows and show dates for each season, and to appoint their directors. Shows and directors for the following season shall be announced ~~at~~ no later than the April meeting. Producers for the season will be approved by the Board in a timely manner.
9. To promote the Players for purposes of increasing membership, show attendance, and community goodwill.
10. To ensure that each show is properly supported by publicity and ticket sales.
11. To appoint such members and committees from the membership as necessary to assist in the performance of ~~their~~ the Trustees' duties.
12. To turn over all corporate records to each ~~member's~~ Trustee's successor after the last meeting of ~~his~~ their term of office and before July 1 ~~the July membership meeting~~. Should any ~~member~~ Trustee resign or be removed from office, ~~he~~ they shall turn over all such records immediately to the President or highest-ranking ~~Board member~~ Trustee (per job description).

## Section 2 – Duties of Trustees

Each member of the Board of Trustees shall, in addition to the duties listed ~~below and elsewhere~~ in these Bylaws, perform all such duties as may be requested of ~~him~~ them by a majority of the ~~Board of~~ Trustees or by a majority vote of the ~~active~~ membership at a general membership meeting, provided such additional duties are legal and do not violate any provision of these Bylaws.

1. President

The President shall be the chief executive of the Players and shall oversee all of its operations. ~~He~~ They shall serve as its principal spokesperson.

~~He~~ They shall conduct all meetings of the Board of Trustees and of the membership, using “Roberts’ Rules of Order, Revised” as a guide. ~~He~~ They shall be responsible to the membership for the performance of the Board. ~~He~~ They shall be an ex-officio member of all committees except the nominating committee, and must be notified of all committee meetings, which ~~he~~ they may attend at ~~his~~ their discretion.

Prior to the May membership meeting, ~~he~~ they shall appoint a qualified person who has not served as Trustee, Producer, or Ticket Chairman during the year to audit the books and accounts of the Players.

## 2. Vice President-Sales

The Vice President-Sales shall administer all sales and promotion activities of the group to achieve budgeted goals. To assist ~~him~~ them, ~~he shall~~ they may appoint a Ticket Chair~~man~~, a Publicity Chair~~man~~, a Program Chair~~man~~, and, if program advertising is to be sold, an Advertising Sales Chair~~man~~, all subject to Board confirmation. ~~He~~ They may appoint other assistants as ~~he~~ they deems necessary.

~~He~~ They shall have the responsibility for maintaining the quality of the Players’ image, as it pertains to ~~all~~ programs, publicity, promotion pieces, signs, posters, letterheads, etc.

With ~~his~~ their staff, ~~he~~ they shall establish and execute a promotion calendar for the entire season, including special campaigns for each show and for Season Ticket sales, as well as for regular Players’ events such as elections, meetings, awards, etc.

In case of the President’s absence or disability, ~~he~~ they shall perform all duties of the President until the President’s return to duty or replacement.

## 3. Vice President-Facilities

The Vice President-Facilities is responsible for the safekeeping and maintenance of all real and tangible property owned, rented, or borrowed by the Players, excepting only moneys and records herein otherwise provided for. This includes real estate, theater facilities and furnishings, properties, set pieces, construction materials, paint, lighting and sound equipment, costumes, and makeup. To assist ~~him~~ them, ~~he~~ they should appoint, with Board approval, custodians of such categories as ~~he~~ they deems necessary.

When theater facilities are to be rented, ~~he~~ they shall serve as negotiator and liaison between the Board and the Landlord.

Should the Players operate a theater, owned or leased, ~~he~~ they shall be Chair~~man~~ of the House Building Committee, which shall be entrusted with the day-to-day operations of the theater. ~~He~~ They shall appoint, with Board approval, not less than four other

members to the **House Building** Committee and may assign responsibilities as ~~he~~ **they** deems appropriate.

**They shall keep an inventory of all property and its location, and shall make it available to the Board and Producers as necessary.**

~~He~~ **They** shall be responsible for all Players' properties rented or lent to other groups with Board approval. If rented, ~~he~~ **they** shall see that fees are collected and turned over promptly to the Treasurer.

~~He~~ **They** shall keep the Treasurer informed of the current value of all properties for insurance purposes.

~~He~~ **They** shall keep a calendar of official Players' activities, in order to prevent possible scheduling conflicts.

~~He~~ **They** shall preside over meetings in the absence of the above Trustees.

#### 4. Vice President-Membership

The Vice President-Membership shall have the responsibility for all membership and social activities. ~~He~~ **They** may appoint, with Board approval, persons ~~he~~ **they** deems necessary to assist ~~him~~ **them**: Social Chair~~man~~, Meeting Program Chair~~man~~, Party Chair~~man~~, **Newsletter Editor**, etc.

~~He~~ **They** shall maintain a roster of **active** members. ~~, and have a copy available at each membership meeting. He shall distribute, beginning with the August meeting, a list of the past year's members (the membership list).~~ **Within this same database, they shall also maintain contact information of nonmembers (who have requested to be added to our database) and patrons. They should give the latest version of the membership list to any member who requests it (excluding the nonmember information and patron information if the patrons are not also members). They shall also have the latest version of the members-only portion of the database available at each membership meeting.**

~~He~~ **They** shall collect and record all dues, turning the money over promptly to the Treasurer. ~~He shall acquire membership cards. Upon payment of dues each member should receive a membership card and the membership list and if desired a copy of the Bylaws and the current job descriptions.~~

**They shall send the current list of BPI patrons to the show program editor so their names can be included as such in the upcoming show's program.**

~~He~~ **They** shall plan the programs for the monthly membership meetings, striving to present recreational or educational programs pertaining to the Players' objectives.

~~He~~ They shall work with the Publicity Chair~~man~~ (if such a role is assigned) and ~~Newsletter Editor~~ to solicit new members through a planned program of publicity.

They shall have the responsibility for publishing and distributing to the BPI database (which includes members, nonmembers, and/or patrons) a monthly newsletter. They shall also send members-only emails when necessary. To accomplish this activity they may, with Board approval, appoint an Editor and any other personnel as they may deem appropriate.

They will have the responsibility to mail cards and have flowers delivered, as appropriate, whenever a member or close relative of a member has passed away, is in the hospital, or is seriously ill.

~~The Vice President-Membership is responsible to update the job descriptions annually by the June Board meeting.~~

~~He~~ They shall preside over meetings in the absence of the above Trustees.

#### 5. Vice President-Shows

The Vice President-Shows shall have the responsibility for the Players' productions, including the overseeing of the selection and procurement of the plays.

~~He~~ They shall recommend to the Board at ~~its~~ a meeting prior to the April membership meeting the plays for the coming season and their Directors. To assist ~~him~~ them in formulating these recommendations, ~~he~~ they shall, no later than the October Board meeting, appoint ~~to~~ a Play/Director Selection Committee, over which ~~he~~ they shall preside. The committee shall consist of at least four additional members, at least two of which shall not be members of the Board of Trustees. ~~He~~ They shall make a preliminary report to the membership at no later than the March membership meeting of all plays under active consideration, at which time the membership may reject any play by a two-thirds (2/3) majority vote. ~~He~~ They shall announce the Board's final selections at no later than the April membership meeting.

~~He~~ They shall serve as liaison between all Directors and the Board, and shall keep ~~himself~~ themselves informed of the status of all productions.

~~He shall establish, with Board approval, procedures for critiquing Players' productions, and shall be responsible for establishing any award programs relating directly to productions that the Board may deem proper.~~

~~He~~ They shall preside over meetings in the absence of the above Trustees.

#### 6. Secretary

~~The Secretary shall keep accurate minutes of the Board of Trustees meetings and of the membership meetings. He shall also make a copy of these available to any member upon written request.~~

~~He shall carry on all necessary correspondence for the Players.~~

~~He shall have responsibility for preserving all appropriate records, scrapbooks, and mementos of the Players. To assist him in this, he may appoint, with Board approval, a member to serve as Historian.~~

~~He shall send a copy of the minutes of each Board meeting to all Board members prior to the next Board meeting to be received no later than one week before the next meeting.~~

~~He shall maintain an annual calendar of currently scheduled activities, as well as the official copy of these Bylaws and job descriptions.~~

~~He shall have responsibility for publishing and distributing to all members a monthly newsletter. To accomplish this activity he may, with Board approval, appoint an Editor and any other personnel as he may deem appropriate.~~

~~He shall provide to all incoming Board members a copy of the minutes from the previous two years.~~

~~He shall preside over meetings in the absence of the above Trustees.~~

~~Upon conclusion of his term of office, he shall before July 1, turn over to his successor all of the above minutes, records, scrapbooks, and mementos.~~

**The Secretary is responsible for keeping minutes, carrying out any necessary business correspondence, and preserving all appropriate records for the Players.**

**The Secretary will attend all Board meetings, taking accurate and complete minutes. They will type these minutes and, once approved, upload them to a specified folder on the Dropbox. They will send each Board member a copy of the previous meeting's minutes at least one week prior to the next Board meeting.**

**The Secretary will carry out any business correspondence needed for the Players. They will also provide incoming Board members with digital copies of the minutes from the previous two years upon request.**

**The Secretary will maintain an official copy of these By-Laws and Job Descriptions, and they will have these documents available at each board meeting and membership meeting. The Secretary must also see that the Job Description Manual, which contains descriptions of all the jobs connected with any production, is kept up to date and that copies of the various job sheets are provide to members digitally upon request.**

The Secretary will maintain digital copies of scanned scrapbook pages, photos, and programs, making them available on Dropbox. The Secretary may appoint, with Board approval, a Historian to maintain these and other such mementos of the Players.

The Secretary will maintain the Players' website, or appoint, with Board approval, a webmaster. They will be in regular contact with the webmaster in order to provide current information.

The Secretary will, at the conclusion of their term, turn over all minutes, records, and supplies to the incoming Secretary.

The Secretary will preside over meetings in the absence of the above Trustees.

The Secretary will review this job description and submit in writing any suggestions for making it more complete to the Past President before the June board meeting. The Secretary will also submit all their committee chairman's job descriptions to the Past President before the June board meeting.

## 7. Treasurer

The Treasurer shall keep an accurate account of the finances of the Players on the books of the Corporation, which shall be open for inspection and examination by the Board of Trustees or any committee appointed for the purpose by a majority of the membership voting in a general membership meeting. ~~He~~ They shall report on the financial standing of the Players at all Board meetings and membership meetings and at any such time as requested by a majority of the Board of Trustees. ~~He~~ They shall keep the Board regularly informed in writing of the financial status of the Players.

~~He~~ They shall receive and safely keep all moneys, rights, and intangible properties, including bank accounts, cd's, investments, and insurance papers, belonging to the Players. ~~He~~ They shall see that all funds in excess over current operating needs are invested to the group's best advantage. ~~He~~ They shall disburse all funds under the direction of and to the satisfaction of the Board. Proper vouchers shall be kept for all such disbursement, using the double-entry system of accounting.

~~He~~ They shall be responsible for timely filings of all Federal, State, and Local tax returns and all other such government reports as may be required.

~~He~~ They shall, in consultation with the Vice President-Facilities, recommend to the Board the proper amount of liability and other insurance to be purchased. ~~He~~ They shall keep all insurance records and have responsibility for keeping insurance coverage in force. ~~He~~ They shall be ~~bonded~~ insured against theft, at the expense of the Players.

~~He~~ They shall recommend to the Board at its August meeting a comprehensive budget for the year. This shall include all anticipated receipts from dues and admissions, as well as anticipated general expenses and a detailed expense budget for each show, prepared in

consultation with the Vice President-Sales, Director, and Producer (or Vice President-Shows) of each show.

~~He~~ ~~They~~ shall serve as the Controller of each show. ~~He~~ ~~They~~ shall see that adequate change (small bills) is available to the box office and elsewhere and that all moneys collected are accounted for and banked properly. ~~He~~ ~~They~~ shall post all expenses against budget and keep a running record of progress. At the conclusion of each show, ~~he~~ ~~they~~ shall submit to the Board and membership a profit and loss statement for that show.

To advise and assist ~~him~~ ~~them~~, ~~he~~ ~~they~~ may appoint a Finance Committee, of which ~~he~~ ~~they~~ shall be Chairman. Its members, all subject to Board approval, might include among others, a lawyer, a banker, an accountant, an insurance person, a person knowledgeable in grants and foundations, a commercial property manager, and a business proprietor.

~~He~~ ~~They~~ shall preside over meetings in the absence of the above Trustees.

~~He~~ ~~They~~ shall turn over to the designated Auditor, by July 10, the books and account records of the Players. The Auditor shall audit them and deliver them by July 20 to the current Treasurer.

## 8. Members-at-Large

The Members-at-Large will be assigned specific duties, as necessary, by the President of the Board of Trustees. Such duties may include, but are not limited to, serving as heads of committees, assisting other Board members in the completion of their duties, or serving in appointed positions (i.e., Historian, etc.).

### ~~Section 3—Duties of Show Staff~~

#### ~~1. Director~~

~~A Director shall be appointed for each show by majority vote of the Board of Trustees, on recommendation of the Vice President Shows. He may be removed at any time for any reason by vote of six members of the Board.~~

~~The Director is responsible to the Board for all creative aspects of the show. Within the limits of his budget, he has full authority for all matters that affect the quality of the performance.~~

~~Working with his Producer, he shall appoint such staff as he deems appropriate. The staff will normally include an Assistant Director; a Stage Manager; a Set Designer; a Costume Designer; Lighting and Sound Designers; a Properties Manager; a Makeup Designer; and for a musical, a Music Director and a Choreographer; among others.~~

~~He shall train the Assistant Director in the techniques and responsibilities of directing.~~

#### ~~2. Producer~~

~~A Producer shall be appointed for each show by majority vote of the Board of Trustees, on recommendation of the Vice President Shows. He may be removed at any time for any reason by vote of six members of the Board.~~

~~The Producer is the Technical Director of the show. In cooperation with the Director, he shall have full responsibility for the technical and administrative aspects of the production from pre-show storage to post-show storage.~~

~~He shall consult with the Treasurer and Vice President Sales to formulate a show budget to submit to the Board. Upon approval by a majority of the Board, the Producer shall have authority for its administration and shall see that all invoices and itemized receipts are promptly forwarded to the Treasurer for recording and payment or reimbursement.~~

~~He shall assist the Director in appointing staff. He shall appoint such staff as he deems appropriate. This will normally include an Assistant Producer, a House Manager, and a Program Editor, among others. He shall maintain contact with the Board of Trustees to ascertain that a Publicity Manager and Ticket Manager have been assigned to the show.~~

~~He shall train the Assistant Producer in the duties of the Producer.~~

(new Article – renumber remaining Articles)

### ARTICLE ## – COMMITTEES

The committees listed shall be considered standing committees. The President shall appoint the chair for each committee. The President and appropriate Vice Presidents shall sit as an ex-officio member of the committees. Any vacancy on a committee shall be filled at the chair's discretion. The President may appoint such other committees with such duties as the Board shall deem necessary. Standing committees shall consist of, but not be limited to, the following:

- A. The Nominating Committee shall place in nomination candidates for the Board. (The President shall not be a member of this committee.)
- B. The Play/Director Selection Committee shall collect and review applications from director candidates and will select and recommend directors (one for each production in a season) to the Board. The committee shall read and evaluate all submitted plays from the selected directors and recommend plays for each seasonal slot for acceptance by the Board.

(new Article – renumber remaining Articles)

### ARTICLE ## - PLAY PRODUCTION

Each production is the exclusive property of the Players. However, the director of a production shall have creative control over the production and presentation of the play, subject to the following:

- A. An estimated budget of royalty costs for a play will be approved by the Board prior to its acceptance for the season's program.
- B. All casting shall be open to the general public. Auditions shall be publicized at least thirty (30) days prior to occurring, and be held on at least two (2) different dates. Casting decisions shall be made in a timely manner and announced to the membership upon acceptance.
- C. In the event the director cannot, or chooses not to, fulfill their commitment, they must relinquish their duties to the Board, who will then determine which option to pursue. No show may be removed from the season without the consent of the Board.
- D. The director will communicate regularly with the Board, either directly or through the show's producer, providing the Board with a rehearsal schedule, a cast list, updates on rehearsal progress, cast needs or problems, etc. The director acknowledges that all activities for the Players ultimately fall under the oversight and supervision of the Board.

#### **ARTICLE VI – DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization(s) ~~or organizations organized and~~ operated exclusively for the charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization(s) ~~or organizations~~ under Section 501(c)(3) of the Internal Revenue Code of 1954.

#### **ARTICLE VII – INTERPRETATION**

All decisions concerning the intent of these Bylaws are hereby vested in the Board of Trustees.

#### **ARTICLE VIII – AMENDMENT PROCEDURE**

~~Any amendment of these Bylaws may be proposed by vote of not less than five (5) Board members voting in a regular or special meeting of the Board of Trustees, or by submission in writing, accompanied by the signatures of ten (10) members in good standing, at a regular monthly membership meeting.~~

Any member may propose an amendment of these Bylaws. If the proposed amendment is approved by a majority of the Board of Trustees, the ~~active~~ membership shall then be notified of the proposed amendment by distribution of the full text with the written announcement of the date of the amendment vote ~~and accompanied by an absentee ballot for each member in good standing.~~

The amendment shall be adopted if it receives at least two-thirds (2/3) of the votes cast in person ~~and by signed absentee ballot.~~

The Board shall have no power to adopt Bylaws which:

- A. Prescribe quorum or voting requirements for action different that those prescribed by law.
- B. Allow the Corporation, or any Trustee, to engage in any activity which is inconsistent with the non-profit community and cultural purposes of the Corporation.
- C. Permit or authorize any activity by the Corporation, or any Trustee, which would endanger the Corporation of being in violation of Federal Tax Laws under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law; or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

These Bylaws ~~and job descriptions~~ must be reviewed every four (4) years ~~on a four-year basis.~~ The next review will be in the year 2020 ~~2008 A.D.~~

(new Article)

#### ARTICLE ## - INDEMNIFICATION

Every person who is, shall be, or shall have been a Trustee of the Corporation and their personal representatives and other persons specified in Section 1702.12(8) of the Ohio Revised Code shall be indemnified by the organization to the full extent permitted and in the manner specified in Section 1702.12(8) of the Ohio Revised Code or any corresponding/future provision enacted by the State of Ohio against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be made a party by reason of their being or having been a Trustee of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which they shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of their duty as such Trustee. Said cost and expenses shall include but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.