

BYLAWS OF THE COURT HOUSE PLAYERS

Adopted October 16, 1989

Revised September 11, 1997; August 13, 1998; April 8, 1999; April 11, 2002; January 30, 2006; Aug 30, 2011; December 14, 2020.

Consolidated May 31, 2005

NAME

The name of this organization is The Court House Players.

PURPOSE

The purpose of The Court House Players (CHP) is to offer good community theatre to the citizens of the Gloucester-Mathews area, and the opportunity for them to join in the effort.

ARTICLE I -MEMBERSHIP AND DUES

Section 1: Membership. Any person who is interested in the development of The Court House Players and who supports its purposes and programs is eligible for membership.

Section 2: Dues. The Annual dues shall be due upon joining and will be assessed annually. Prospective members may join at any time, at the annual rate, and dues will then be assessed annually, being due the last day of the month of the anniversary date on which they joined. Members who join during a show in which they are participating will have their membership retroactive to the last day of the first month of their participation in that show, regardless of the date on which they paid. Members whose dues are thirty days in arrears lose their voting privileges. Members who are in arrears one year shall be dropped from the membership list.

Section 3: Privileges of Membership. All members may participate in all activities of the organization, may vote on all matters pertaining to policy and practice, and may hold any office of the group in accordance with these bylaws.

ARTICLE II -MEMBERSHIP MEETINGS

Section 1: Regular Meetings. Members shall meet at least once per year in June for the transaction of business as may be brought before them. Optional meetings can be held in September, December, March, and at the discretion of the President. The election of Officers shall be held at the June meeting which shall be the Annual Meeting.

Section 2: Special Meetings. Special meetings of the members may be called at any time by the President, the Executive Board, or a group of members constituting, at the time, at least one-tenth of the voting membership of the Organization.

Section 3: Notice of Meetings. Notice of the time and place of every regular and special membership meeting shall be posted in advance, not less than 24 hours before, on CHP's website, Facebook page, and by email to members, or on other platforms as deemed appropriate.

Section 4: Quorum. A quorum shall consist of six voting members, or 5 percent of the voting membership, whichever is larger.

Section 5: Voting. Only members of the Organization may vote in any meeting, and the President, or other presiding officer, may require proof of membership as a condition of voting. There shall be no

voting by proxy. Mail-in votes will be allowed on questions that have been fully stated in the notice of the meeting.

ARTICLE III -GOVERNING BODY

Section 1: Composition. The governing body of the Corporation shall consist of an Executive Board and a Board of Directors.

Section 2: Indemnification. Every elected person who is or shall serve on the Governing Body of this CHP and their personal representatives shall be indemnified by CHP 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 or officer of CHP 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 and to have been liable by reason of willful misconduct in the performance of their duty as such board officer. Said costs and expenses shall include by without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE IIIA -EXECUTIVE BOARD

Section 1: Composition. The Executive Board shall consist of the four elected officers, all of whom shall be voting members of the Organization.

Section 2: General Powers. The affairs of the group shall be managed by the Executive Board, which shall have general supervision of the Organization except as otherwise provided in the bylaws.

Section 3: Resolution of Disputes. All disputes that cannot be settled within the standing committees, ad hoc committees, or within a production, will be settled by the Executive Board in closed session.

Section 4: Vacancies on the Board. A vacancy on the Board shall occur when a member:

- (a) is removed from office, under provisions of Article IV: Section 2 Election and Removal of Officers below;
- (b) leaves the community;
- (c) resigns their position in writing;
- (d) discontinues membership in the group; or
- (e) fails, willfully or without explanation, to attend three consecutive meetings of the Board.

The remaining officers may select a member of the voting membership to fill the vacancy until the next annual, regular, or special meeting, at which time a member of the voting membership shall be elected to serve.

Section 5: Meetings of the Executive Board. Regular meetings of the Board shall be at times and places fixed by the Board. Other meetings may be called by the President, at which time the Secretary, or officer performing the duties of the Secretary, shall give each member not less than 24 hours notice by mail or telephone. Emergency/Special meetings (to include electronic correspondence) may be held without prior notice if an attempt is made to notify all Board members.

Section 6: Quorum. A majority of the Executive Board shall constitute a quorum.

ARTICLE IIIB -BOARD OF DIRECTORS

The Board of Directors shall consist of the four elected officers of the Executive Board and the chairpersons of each standing committee, as appointed by the Executive Board. A vote of approval by simple majority at a regularly scheduled meeting shall constitute election of committee chairpersons. The Board of Directors shall be an odd number, but never less than five (5).

Section 1: Responsibilities. The Board of Directors has overall responsibility and oversight for the achievements of CHP and the organization's adherence to its mission and goals. The Board is responsible for CHP's major financial transactions. The Board provides oversight to ensure that CHP not only meets all legal requirements, but also does what is right and good for the organization and its constituents. The Board is active in the work of CHP, represents all of CHP's constituents, and provides continuity for CHP.

Section 2: Duties

- (a) Set policies and ensure CHP is in compliance with the Articles of Incorporation and its amendments and override any executive action that is inconsistent with the policies;
- (b) Attend meetings, read CHP reports, understand how CHP's finances are organized;
- (c) Actively work to advance and promote CHP;
- (d) Express any concerns about CHP's operations, projects, and achievements; and
- (e) Attempt to represent the views and interests of all CHP members and the community.

Section 3: Meetings. The group shall meet not less than once per year to review legal compliance and adherence to the mission of the organization.

Section 4: Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 5: Resignation. Any Board Member may resign by written notice to the Board of Directors.

Section 6: Removal of Board Members. Any board member may be removed for cause at any regular or special meeting by a two-thirds vote of the voting members attending. Cause shall be defined to include, but not be limited to: misuse of organization funds or property; conduct of a member prejudicial to the name and/or success of the group; gross neglect of the duties and responsibilities incident or assigned to the office(s) they hold; or repeated absences from meetings, neglect, failure or refusal to obey the lawful order of the Board of Directors.

ARTICLE IV -OFFICERS AND COMMITTEES

Section 1: Officers and Their Duties.

- (a) President. The President shall be the chief executive officer of the Organization with responsibility for general supervision of the affairs of the group, shall act as chairperson of the Executive Board, shall preside at all membership meetings at which they are present, sign or countersign all contracts and other instruments, report to the annual membership meeting, and perform all other such duties as are incident to their office or are properly required of them by the Executive Board. Bonding shall be required.
- (b) Vice-President. The Vice-President shall exercise the function of the Presidency when that office falls vacant or in the President's absence, and perform other duties as are incident to their office or are properly required of them by the Executive Board.
- (c) Secretary. The Secretary shall issue notices of meetings, keep a list of all standing and ad hoc committees and their membership and duties, keep minutes of meetings, handle correspondence, and

make reports and perform other duties as are incident to their office or are properly required of them by the Executive Board.

(d) Treasurer. The Treasurer shall have custody of all Organization funds and shall deposit the same in the name of the Organization in such bank or banks as the Board shall direct, disburse funds as authorized by the Board, keep the books in order and open to inspection at any reasonable time by any member, present such books in good order at least once in every fiscal year for examination by an auditing committee as set forth in Article IV Section 3(g), and perform other such duties as are incident to their office or are properly required of them by the Executive Board. In addition to the Treasurer, the President will be a signatory to the bank account(s). The Treasurer must also be bonded.

(e) The Executive Board is empowered to appoint a willing member to be assistant to the Treasurer, upon the Treasurer's request. The person in this position shall not be a member of the Executive Board.

(f) The Executive Board is empowered to appoint a willing member to serve as an assistant for correspondence to the Secretary, upon the Secretary's request. The person in this position shall not be a member of the Executive Board.

(g) The Executive Board shall appoint a willing member to serve as a Safety Official. This person shall be responsible for collecting and processing background checks on all adult members and volunteers and anyone who will participate in any capacity at a CHP production or activity (actors and non-actors). The purpose of these checks is to ensure the safety of participants, especially minors, involved with CHP. This person may be a member of the Executive Board or another member, in good standing, who is trusted with confidential personal information. The person in this position shall not be an additional member of the Executive Board or the Board of Directors.

Section 2: Election and Removal of Officers. Officers are to be elected at the Annual Meeting for a period of two years or until successors are elected. In even numbered years, the Offices of Vice-President and Treasurer shall be elected, and in odd numbered years the offices of President and Secretary shall be elected. The term of office shall begin at the close of the meeting at which they are elected. No member shall be eligible to serve more than two consecutive terms, or four years, in the same office. Any officer may be removed for cause at any regular or special meeting by a two-thirds vote of the voting members attending. Cause shall be defined to include, but not be limited to: misuse of organization funds or property; conduct of an officer prejudicial to the name and/or success of the group; gross neglect of the duties and responsibilities incident or assigned to the office(s) they hold; or repeated absences from Executive Board Meetings, neglect, failure or refusal to obey the lawful order of the Executive Board.

Section 3: Committees. The President and/or the Executive Board may establish standing or ad hoc committees, designate the chairpersons, appoint members of such committees, and prescribe their duties. The chairperson of each standing committee will be a member of the Board of Directors, attend meetings, and report to the Executive Board. The standing committees are the Production, Children's, Membership, Marketing, and Building Committees. A committee chairperson may name additional members to their committee. The President shall be a member, ex officio, of all committees except the Nominating Committee. Any committee considered obsolete may be abolished by the Executive Board.

(a) Production Committee. The President shall appoint a Production Committee consisting of a chairperson and other members who will be responsible for planning the productions for each season. Duties include setting the overall show schedule, setting the budget for each show, and overseeing the general production of each show.

(b) Children's Committee. The President shall appoint a Children's Committee consisting of a chairperson and other members who are invested in the programs offered to children by CHP. Duties include organizing and running children's theatre camps and overseeing children's productions.

(c) Membership Committee. The President shall appoint a Membership Committee chairperson who will monitor and update the membership list. Committee duties include mailing out late notices with membership form within 30 days after annual meeting or membership expiration date. Additional late notices will be mailed every quarter up to one year after the expiration date, after which time their name will be put on an inactive list. The Membership chairperson will provide updated lists to directors, producers, and Executive Board members. Committee members will also attend festivals/shows in order to recruit new members and/or designate members to do the same. The chairperson will work closely with the Marketing chairperson regarding festival participation.

(d) Marketing Committee. The President shall appoint a Marketing Committee chairperson who will be responsible for marketing the organization and its productions and procuring funds for the organization. Committee duties include promoting CHP to the community; arranging participation in local festivals, parades, and other events; developing relations with local businesses and organizations; and procuring funds through donations, grants, advertisements for show programs, and other appropriate sources. The chairperson will work closely with the Membership chairperson regarding festival participation.

(e) Building Committee. The President shall appoint a Building Committee chairperson who will oversee maintenance and upkeep of CHP's utility building and its grounds and any other building owned or leased by CHP.

(f) Nominating Committee. The President shall appoint a Nominating Committee, consisting of not less than three members, not later than the March meeting of each year. This committee chairperson shall be a member of the Executive Board, the other members shall be from the general membership. The Nominating Committee shall present a slate of officers to the membership at the June meeting. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

(g) Auditing Committee. The President shall appoint an Auditing Committee, consisting of not less than three members, not later than the March meeting of each year. This committee chairperson may be a member of the Executive Board, with the exception of the Treasurer. The members shall be members of the voting membership. The auditing committee will obtain from the Treasurer all financial records for the previous calendar year and perform a thorough audit of these records. They will present their report at the Annual Meeting. An audit form, as prescribed by the President, shall be used and signed by the auditors. An external audit shall be completed every four years, or when the Treasurer leaves office.

ARTICLE V -MISCELLANEOUS

Section 1: Rules. The rules contained in Robert's Rules of Order Newly Revised shall apply in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or the special rules of order established by the Executive Board.

Section 2: Amendments. These bylaws may be amended by a vote of two-thirds of the members voting at any annual, regular, or special meeting, a quorum being present, where such proposed action has been announced in the call and notice of the meeting. All amendments passed at any meeting shall become effective immediately, unless otherwise noted.