

# **BY-LAWS 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(Change Board of Directors to Advisory Board).**

**Consolidated May 31, 2005**

## ***NAME.***

The name of this organization is The Court House Players.

## **PURPOSE.**

The purpose of The Court House Players is to offer good community theater 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 the first day of January of each year. Prospective members may join at any time at the annual rate and dues will then be assessed annually from the date on which they joined. 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 By Laws.

## **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 Directors and 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 mailed not less than 10 days before the meeting to every member who shall have furnished a written address to the Secretary.

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.**

The governing body of the Corporation shall consist of a Board of Directors and an Executive Board.

### **ARTICLE IIIA –ADVISORY BOARD**

Section 1: Powers. The Advisory Board shall set the policies of the Corporation and ensure that affairs of the Corporation are in compliance with the provisions of the Articles of Incorporation and its amendments as filed with the State of Virginia. The Advisory Board shall have the power to override any executive action that is inconsistent with the policies.

Section 2: Number. The Advisory Board shall consist of a minimum of five (5).

Section 3: Election. Advisory Board shall be elected at the Annual Meeting for a period of three (3) years. As nearly as practicable Advisory Board shall be divided into three equal groups with terms expiring one year apart. Each Advisory Board Member shall serve no more than two consecutive terms. Advisory Board Members shall be eligible to be elected to the Executive Board as Officers in accordance with the provisions of “““ARTICLE IV: Section 2. Election and Removal of Officers””” of these By-Laws. The President shall also serve as Chairperson of the Advisory Board. Only Advisory Board Members shall be eligible to be appointed to serve as Chairperson of the Planning Council.

Section 4: Nominations. Candidates for the Advisory Board shall be nominated by the nominating committee in accordance with “““ARTICLE IV: Section 4. Nominating Committee,””” of these By-Laws.

Section 5: Meetings. The Advisory Board shall meet at the discretion of the Chairperson of the Advisory Board for the purpose of considering a pre-announced agenda prepared by the Chairperson of the Board of Directors, but not less than once per year.

Section 6: Quorum. A majority of the Advisory Board shall constitute a quorum for the transaction of business.

Section 7: Resignation. Any Advisory Board Member may resign by written notice to the Advisory Board.

Section 8: Vacancies. A vacancy among the Advisory Board shall be defined as any circumstance that prevents an elected Advisory Board Member from completing his/her term. Any vacancy occurring among the Advisory Board shall be filled by the vote of the majority of the remaining members of Advisory Board, though less than a quorum. Such elections shall be for the unexpired term of the vacancy. The Advisory Board shall have the power to declare that an office of the Advisory Board is vacant and therefore elect a successor whenever

- (a) An Advisory Board Member is permanently absent or absent from three consecutive meetings or for such periods of time as to make it impossible to discharge the duties of the Advisory Board.

- (b) An Advisory Board Member ceases to be a member
- (c) An Advisory Board Member fails, refuses or is unable for any reason to discharge the duties of his office and the remaining Advisory Board Members determine by three-fourths vote that such cause exists.
- (d) 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) he holds; or repeated absences from Advisory Board Meetings, neglect, failure or refusal to obey the lawful order of the Advisory Board.

## **ARTICLE IIIB -EXECUTIVE BOARD.**

Section 1: Composition. The Executive Board shall consist of the four elected officers, the immediate past president, and the chairman of each standing committee, 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 By-Laws.

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 his 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 48 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.

Section 7: Every person who is, shall be a board officer of this CHP and his personal representatives shall be indemnified by CHP against all costs and expenses reasonably incurred by

or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his 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 he 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 his 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 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 Chairman of the Executive Board, shall preside at all membership meetings at which he is 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 his office or are properly required of him 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 his office or are properly required of him 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 an up-to-date list of members, keep minutes of meetings, handle correspondence, and make reports and perform other duties as are incident to his office or are properly required of him 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(**all deposit receipts must be initialed by the President**), disburse funds as authorized by the Board(**all disbursements in excess of \$750.00 must be in writing and signed by the President or Vice-President – as prescribed by his office, and checks counter signed by the President**), 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 V**, and perform other such duties as are incident to his office or are properly required of him by the Executive Board. **The Treasurer must also be bonded.**
- (e) The Executive Board is empowered to appoint a willing member to be assistant to the Treasurer, upon his/her request. **This person in this position will 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 his/her request. A second willing member may be appointed to supervise membership. These positions shall not be members of the Executive Board.

Section 2: Election and Removal of Officers. Officers shall be members of the Advisory Board. In the event no Advisory Board Member is nominated for one or more of the Officer positions, an individual may be nominated for election simultaneously as an Officer in accordance with this article and an Advisory Board Member in accordance with "ARTICLE IIIA: Section 3.

Election, "" provided such election as Advisory Board Member will not cause the number of Advisory Board Members to exceed the maximum number specified in ARTICLE IIIA: Section 2: Number.

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 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) he holds; 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. A committee chairperson may name additional members to his 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 Board.

Section 4: 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 and directors to the membership at the June meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained. The Nominating Committee shall give first consideration to the Vice-President as the candidate for President.

Section 5: 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 shall be a member of the Executive Board, and the other 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.**

## **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 By-Laws or the special rules of order established by the Executive Board.

Section 2: Amendments. These By-Laws 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.