

Bylaws

Pinckney Players, Inc.

Approved April 2021

Article I: NAME

The name of this organization shall be the Pinckney Players, Inc. (Service mark renewable every ten years and will expire April 14, 2027)

Article II: OBJECTIVES

1. To promote and encourage the involvement of all interested members of the Pinckney Community and the surrounding area in the theatre arts.
2. To undertake at least one major production annually.

Article III: MEMBERSHIP

Section 1: Qualifications.

Membership in the organization shall be open to all persons who are interested in furthering the purpose and goals of the organization regardless of race, color, gender, sexual orientation, religion, national origin or disability. Individuals shall become members upon payment of a yearly dues amount established by the Board of Directors for each membership category, in accordance with Section 501 (c) (3) of the Internal Revenue Code – Tax Exempt Status.

Section 2: Membership Categories. Membership in this organization shall be established in the following categories:

- A. *Regular Membership:* A regular member shall be defined as a person 18 years of age or over who becomes a member of the organization upon payment of the established annual membership dues. This allows the member to appear on stage and to be a voting member of the organization.
- B. *Junior Membership:* A junior member shall be defined as a person under 18 years of age who becomes a member of the organization upon payment of the established annual membership dues. This allows the junior member to appear on stage and have a voice at the annual General Membership Meeting. A junior member is not eligible to hold office or vote at the General Membership Meeting.
- C. *Membership Dues:* Membership dues shall be considered to be for the current membership year – July 1 through June 30 – regardless of the date on which the membership dues are paid.

Article IV: GOVERNANCE OF THE ORGANIZATION

Section 1: Procedure. All official business of the organization shall:

- A. Be governed by Informal Parliamentary Procedure as described in the most recent edition of Robert's Rules of Order Newly Revised 12th edition, 2020.

- B. Be dated (month, day, and year). All papers and documents not so dated are declared null and void.
- C. In compliance with Pinckney Players non-profit status, all updates to the by-laws or any official documents, once voted on, must be signed by the current board of directors.

Section 2: Board of Directors. The governing body of this organization shall be the Board of Directors.

- A. *Composition*: The Board of Directors shall be composed of the elected and appointed members of the organization.
 - (1) Elected Board member: A member who has been elected at the General Membership Meeting
 - (2) Appointed Board member: A member who has been appointed by Board of Directors.
 - i. The appointed member will fill a vacant Board position to fulfill term until the next General Meeting.
 - ii. The appointment is made by a vote of the majority of the Board of Directors.
- B. *Qualifications*: All candidates for the Board of Directors shall have been regular members in good standing within the last 24 months prior to his or her election, and shall maintain membership during the term.
- C. *Elections*:
 - (1) In effort to maintain the integrity of the Board, three Board of Directors positions will be open for election every year.
 - (2) A member must be nominated to the Board of Directors between January 1 and March 31 prior to the Annual General Membership Meeting. Nominations may be made through the Board of Directors or by the interested party that meets the qualifications in Article IV Section 2-B.
 - (3) A ballot will be established and all members present and in good standing shall vote by secret ballot. The ballot will consist of known candidates.
 - (4) The Board of Directors will be elected by a simple majority vote of those voting members who are present at the annual General Membership Meeting and those members who requested a ballot from the Secretary 15 days in advance of the annual General Membership Meeting.
- D. *Terms*: Members of the Board of Directors shall serve for a term of three years with no term limits.
- E. *Powers and Responsibilities*: The Board of Directors shall:
 - (1) Be responsible for the general operation of the organization as delegated to it by the membership.
 - (2) Make all administrative and financial decisions pertinent to the operation of the organization.
 - (3) Execute all actions and decisions taken at a meeting of the general membership.
 - (4) Appoint chairpersons of all Standing Committees and such Ad Hoc Committees as are considered expedient for the work of the organization.
 - (5) Define the responsibilities of all Standing and Ad Hoc Committees and oversee their operation – including delegating budgets to the committee and receiving reports from them.

- (6) Implement and oversee all provisions of the constitution, bylaws, administrative policies, guidelines, and such other documents as are pertinent to the operation of the organization.
- (7) Assume responsibility for the removal from office any member who fails to:
 - i. Perform the duties as laid out in the Job Description for the office held as determined in review by the Board of Directors.
 - ii. Misses three meetings within one fiscal year. (Fourth meeting may be missed if determined a medical emergency)
 - a. A letter/email will be sent to the Board member in question or a verbal discussion at the discretion of the President followed by a letter or email documenting conversation and date.
 - b. If the Board determines after an appreciable amount of time, to be determined by the Board, that the problem with the Board member in question is not resolved, the Board may by simple majority vote to remove that member from office.
 - c. The Board member in question will then be notified by letter of the Board's action.
- (8) Assume responsibility for filling any vacancy which occurs in an elected office, an appointed office or a staff position of a theatrical production.
- (9) Assume responsibility to establish and/or review the amount of annual dues for all membership categories, and establish new amount and categories as it sees fit.
- (10) Dissolving Organization:
 - i. The decision to dissolve lies with the Board of Directors.
 - ii. The vote of the majority of Directors is required to a resolution to dissolve the Pinckney Players, Inc.
 - iii. In the event that the organization know as Pinckney Players, Inc is dissolved, all properties including cash in checking and savings accounts, all costumes, props and set pieces (this includes lumber, flats, etc...) shall become the property of Pinckney Community Education.

Section 3: Officers. The officers of the organization shall be President, Vice-President, Secretary, Treasurer, Public Relations, Script Selection, Historian, Property/Costume Management and Junior Pinckney Players.

- A. *President and Treasurer:* To hold the positions of President or Treasurer, the member in good standing must have a minimum of 2 years experience as a Pinckney Player, Inc. Board member.
- B. *Property/Costume:* This position may be separated at the discretion of the Board of Directors, into two different board positions. Each with full voting privileges.
- C. *Office Selections:* The Board of Directors shall select its officers.
- D. *Term of Office:* An officer shall serve for a minimum of three years consistent with the organization's Calendar Year.
- E. *Calendar Year:* Calendar year shall be July 1 through June 30.

Section 4: Meetings. The meetings of the organization shall be as follows:

- A. *Annual General Membership Meeting:* The Annual General Membership Meeting of the general membership shall be held in June of each Calendar Year. Members

shall be notified in a public form (ex: newsletter, website) of the date, time and place of the Annual General Membership Meeting at least 30 (thirty) days in advance of the meeting. Election of Board of Directors, review of the budget and action on changes to the Bylaws (if any) shall take place at the Annual General Membership Meeting. The Board of Directors will select its Officers at the Annual General Membership Meeting or at the first meeting of the new fiscal year in July.

- B. Monthly Meetings: The Pinckney Players Board of Directors shall meet monthly, generally on the 3rd Sunday of the month. Adjustments to this schedule will be determined one month prior to the proposed adjustments, during a regular Board Meeting.
- C. Board of Directors. The official term of the Board of Directors begins the first convened meeting of the Fiscal Year.
 - a. The Directors shall at its first convened meeting:
 - i. Establish a schedule for regular monthly meetings of the Board.
 - ii. Receive at or prior to this meeting all records, documents, papers, etc... dealing with the business of the organization from the former Board Member or Elected Officer.
 - iii. Receive from the Secretary copies of the Bylaws and Job Descriptions.
 - iv. Conduct a review every five years, of all working documents of the organization including but not necessarily limited to these bylaws, administrative policies, guidelines, job descriptions, committee responsibilities, and any other criteria used in connection with the administration of the organization.
 - b. All regularly scheduled meetings of the Board of Directors shall be open to the members of the organization.
 - c. Special meetings may be called at any time by the President, or by any 2 (two) Board members. These may include later scheduling of the Annual General Membership Meeting due to immediate emergencies. Sufficient notice to all appropriate members shall be given.

Section 5: Quorum. A quorum shall be necessary to conduct all official business of the organization. A quorum for any meeting of the Board of Directors and Annual General Membership Meeting shall be more than half the number of officers serving including the President or Vice-President.

Section 6: Voting. Voice and vote shall be accorded members as follows:

- A. Each member of the Board of Directors shall have one voice and one vote on all matters brought before the Board.
- B. All members shall be entitled to voice without vote at any regularly scheduled meeting of the Board of Directors.
- C. All Regular Members shall be entitled to voice and vote on all matters brought before an Annual General Membership Meeting.
- D. All Junior Members are entitled to voice without vote on all matters brought before the Annual General Membership Meeting.
- E. A majority shall be defined as more than half in attendance at the Annual General Membership Meeting.

F. Email Voting: In the event that a Board vote is needed between regularly scheduled meetings, the Board may conduct business by email. The Board must refrain from conducting meetings by email alone; the Board may make urgent decisions by email if certain conditions are met.

(See Board Policy on email voting, passed 4/17/2021).

G. Any part of the Bylaws or Job Descriptions can be changed without General Membership approval if passed by a majority vote at 2 (two) consecutive Board Meetings. Notice of these changes must appear in public form (via newspaper, newsletter or website) at least 15 (fifteen) days before the second vote is taken. The General Membership may override this vote at the meeting the second vote is taken by a 2/3rd vote of the full General Membership. The Board may not vote with the General Membership if an override vote is taken.

ARTICLE V: COMMITTEES

Section 1: Establishing Committees.

- A. The President, upon advice and consent of the Board, shall appoint committees and their Chairs as deemed necessary to conduct the business of the organization.
- B. Any member of the Board, with the approval of the Board, may organize a committee to assist him or her in the performance of his or her job, as set forth in the Job Descriptions for the office.

ARTICLE VI: FUNDING AND EXPENDITURES

Section 1: General Statement. This organization shall be funded through the collection of membership dues, ticket donations for theatrical performances, grants, sponsorships and other such activities as are consistent with the purpose and goals of the organization and are not in violation of the applicable Michigan Acts or sections of the Internal Revenue Code.

Section 2: Items cannot be sold by the organization for profit in order to maintain our non-profit status with the State of Michigan. Donations may be suggested or solicited. Funds cannot be spent for one's own personal or collective gain.

Section 3: Any expenditure of \$50.00 (fifty dollars) or more from the General Ledger (non-show related expense) must have the approval of the Board by simple majority vote. Additionally, any expenditure exceeding the pre-approved production budget by more than \$50.00 must have the approval of the Board by simple majority vote.

Reviewed Dates: