

BYLAWS

OF THE LAKELAND PLAYERS
REVISED THROUGH July 20, 2006

ARTICLE I: OFFICES

Section 1. Principal Office. The principal office shall be located in the County of Oakland, State of Michigan.

Section 2. Registered Office. The registered office shall be: The Impressive Type L.L.C., Williams Lake Road, Waterford, MI 48329.

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Section 3. Other Business Offices. The Corporation may have business offices at such other places, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II: PURPOSE

To promote the development and growth of a self-supporting, non-profit community theater group.

To provide a medium through which there will be presented to the community dramatics in its various forms.

To encourage and develop potential abilities of members of the group and of the community by instruction in the performing arts.

To provide an avenue of cultural contacts among the members of the group and of the community.

To buy, sell, or otherwise acquire, hold, own, use, manage, improve, develop, lease, rent, mortgage, or otherwise encumber, and to exchange or transfer real property and personal property of every kind and of any interest therein, as is necessary, auxiliary, incidental, or convenient to the ends and purposes of this Corporation.

To borrow money, either with or without security and to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations, and evidence of indebtedness of all kinds, either secured by mortgage, pledge, deed of trust or otherwise, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To make and enter into contracts of every sort and kind with any individual, firm, Corporation, or association convenient or necessary to carry out the purposes and objects of this Corporation.

To receive devises and bequests for its own use and upon trust, and to appoint attorneys-in-fact.

To do all and everything necessary, suitable, and proper for the accomplishment of the foregoing purposes and anything which the Board of Directors of the Corporation may deem conducive or expedient for the proper conduct of said Group and for the carrying out of the purposes of the Corporation.

ARTICLE III: RESTRICTIONS

No part of the net earnings of the Corporation shall ensure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c){3} of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV: MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in the month of April, on a date to be set by the Board of Directors, and published at least 30 days, in advance of that date, in the newsletter for the election of a Board and for the transaction of such other business as may properly come before the meeting. The date of the annual meeting shall in no event be changed within the thirty days of being published. In the event of just cause, the Board of Directors, by unanimous vote, shall arrange a new meeting date and inform all members of said change as soon thereafter as conveniently may be arranged,

Section 2. Changes Requiring a Vote by the Membership. Any transaction of business requiring a vote by the membership involving Policies (ticket prices and membership prices only) or By-laws shall be voted on by the membership with approval or disapproval based on the majority of response. Members shall be notified at least two weeks prior to any general or annual meeting where a vote

on Bylaws changes or Policies on ticket prices and/or membership prices changes are necessary.

Section 3. Proxies. At all Board or General Membership meetings, a member may vote by proxy, executed in writing by the member, by his duly authorized attorney-in-fact. Such proxy shall be filed with the Recording Secretary of the Corporation before or at the time of the meeting. Said proxy will not satisfy the attendance requirement in Article V, Section 3, under "Removal".

Section 4. Regular Meetings of Members. A minimum of three general membership meetings, in addition to the annual meeting, shall be held annually, the dates of which are to be set by the Board and published in the newsletter. Any business may be transacted at these meetings by vote of a majority of those present (no quorum being required).

Section 5. Place of Meeting. The Board may designate any place, within the State of Michigan, as the place of meeting for any regular meeting, or special meeting called by the Board. The annual meeting must be held in Oakland County.

Section 6. Membership. Regular membership is to be acquired by payment of the annual dues, said dues to be fixed by the membership at its annual meeting. The organization may provide for other membership categories, which may or may not require the payment of dues, said categories to be fixed by the membership at its Annual Meeting.

Section 7. Voting Lists. The Corresponding Secretary of the Corporation shall make, before the annual meeting, a complete list of members entitled to vote at such meetings. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any member of his proxy who may be present.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by its Board of Directors (often hereafter referred to as the Board).

Section 2. Officers. The officers of the Corporation shall consist of five members. These will be the President, Vice-President, Corresponding Secretary, Treasurer, and Recording Secretary, all of whom shall be elected to a one year term.

(a) In addition to the officers, there shall be five Board members at Large. Four of whom shall be elected to a two-year term (two on even years and

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two on odd years). The immediate past President, shall automatically hold a one-year term. In the absence of, or inability of, the immediate past President to serve in this capacity, an additional Board member will be elected to a one-year term. Terms of office all begin on July 1st.

(b) Non-chair Members at Large. In addition to the five Board members elected for Chair positions, each election cycle two non-chair Board members will be elected for a one year term each. One of these positions will be utilized for the Past President position. If a Past President chooses not to take the position, then the position will be filled. The position(s) will be given to the person running for the non-chair position who receive the highest number of votes, (and the second highest if no Past President) at the election.

(c) Youth Chair. In addition to the full Board, each election cycle there will be one position open on the ballot for a Youth Chair. This is a non-board voting position. The Youth Chair position will be open to any member who has obtained the age of 15, and is limited to the age of 18 or if that member is still a high school senior at the time of elections.

Section 3. Removal. If a Board member shall be absent from three consecutive Board meetings, or a total six Board or General Membership meetings per year, which may be non-consecutive, that position may be considered vacant. The President may appoint a non-Board member to fill the vacancy no later than the following Board meeting. This replacement, if ratified by a vote of the Board, will serve until the end of the vacated term.

Section 4. Resignation. Any Board member may resign their position by notifying an officer, in writing, of their resignation. This type of vacancy will be filled in the same manner as if the Board member were being removed due to poor attendance as listed in Article V, Section 3, above.

Section 5. Meetings. Regular meetings of the Board shall be held once a month, the date, time, and place of the next Board meeting shall be set by the Board and published in the newsletter. The date, time, and place of a Board meeting may not be changed from that scheduled, except by a majority vote of the Board. Regular Board meetings are to be open to all members.

Section 6. Nominations and Elections. Those Board members whose terms are not expiring shall constitute a recruiting committee, which must contact the members, in regards to running for office. This committee shall publish a ballot of nominees in the March newsletter. Additional nominations may be made from the floor at the Annual Meeting in April for write in candidates for any position. Voting shall be by numbered paper ballot to be returned on or before the Annual Meeting. Absentee or replacement ballots may be obtained from the recruiting

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committee, at the Annual meeting upon verification of the absence of the original numbered ballot.

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Section 7. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such a majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is not present, New Business of the Board may be transacted by a majority of those present, providing it does not alter any standing policy, resolution, or By-Law, and does not incur any expense over \$200.

Section 8. Committees. The Board of Directors, by resolution adopted by the affirmative vote of the majority of the members of the Board may designate one or more committees. Each committee is to consist of one or more Directors elected by the Board, plus other members of the Corporation, which to the extent provided in said resolution as initially adopted by a like vote, shall have and may exercise, when the Board is not in session, the powers of the Corporation, except action in respect to the filling of vacancies in the Board or Committees created pursuant to this section, or amend the Articles of Incorporation of By-Laws. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. Policies approved by committees need to be approved by a Board majority vote with the exception of ticket prices and membership prices.

Section 9. Finance Committee. A minimum of a five member Finance Committee shall be appointed each year at the May Board meeting, to include the President, as its chairman; the Treasurer, and three other members. The Finance Committee shall conduct an audit of the financial records, devise a budget for the upcoming season with input and advice from the season's Producers and Directors, if possible, submit a formal year-end report to the Recording Secretary at the August Board meeting, offering a copy of this report to the membership in the September newsletter. In addition, the committee is empowered to project income for the next year, review income and expenses after each play, and revise the budget, if necessary. Notify each producer, in advance, of their budget, review accounting practices to ensure that expenses are being properly charged against budget categories. New signature cards should be set up with the bank each year by the Treasurer. The President, Vice-President, Treasurer shall be allowed to sign checks. The Treasurer should make the Lakeland Players checkbook available to one of the other signatories if he/she will be unavailable for more than a few days.

Section 10. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board or committee thereof at a meeting or by resolution, may be

taken without a meeting with unanimous verbal consent. This action must be entered into the minutes at the next scheduled meeting of that group.

ARTICLE VI: DUTIES

Section 1. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall chair the Finance Committee. He shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He shall have authority to sign, execute, and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board; and, except as otherwise provided by Law or the Board, he may authorize the Vice-President or other officers or agents of the Corporation to do likewise in his place and stead. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be authorized to approve emergency expenses up to \$100 without prior approval of the Board. This power may be exercised no more than three times per year and the Board must be notified of all details of such expense at its next regular meeting. The President shall order scripts and obtain rights for all shows,

Section 2. Vice-President. In the absence of the President, or in the event of his death, inability, or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board. The Vice-President shall act as liaison between the Board and the Producers of each show, chair the Awards Committee, act as liaison with the Production location(s), and oversee group promotion, and special appearances. The Vice-President may delegate any of these responsibilities to other members who are not on the Board.

Section 3. Corresponding Secretary. In the absence of both the President and Vice-President, the Corresponding Secretary shall chair any meeting. He/she will be responsible for overseeing the membership, directory, and newsletter areas, handling correspondence for the group, oversee goodwill, and acting as Recording Secretary when that officer is absent. He/she shall also perform such duties as the President or the Board shall assign.

Section 4. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds/and securities of the Corporation, receive and give reports for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; the Treasurer shall also make disbursements as directed by the Board and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board. If, none of the three above officers are present at a meeting, the Treasurer shall chair that meeting. The Treasurer, President, and Vice President should all be signatories on the Corporation's accounts.

Section 5. Recording Secretary. The Recording Secretary shall keep minutes of all meetings in one or more books provided for that purpose, be custodian of the Corporate records, keep an attendance log for each meeting, keep a record of all adopted policies and in general, perform all duties incident to the office of Recording Secretary, as well as such duties as from time to time may be assigned to that person by the President or the Board. The Recording Secretary shall also receive records of ticket sales, concessions, and final production reports for each show to be maintained along with the minutes. The Recording Secretary shall chair or appoint a chairperson for the By-Laws Committee. He/she shall also take photographs of each show at dress rehearsal. He/she will keep the scrapbooks up to date with photographs, programs and fliers from each show or shall appoint another member to do so. (We need a membership vote to remove this language)

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ARTICLE VII: CONTRACTS, LOANS, CHECK AND DEPOSITS, SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person, other than an officer, should be made by instrument in writing. When the Board authorizes the execution of a contract or of any other instrument in the name of or on behalf of the Corporation, without specifying the executing officers, the President or Vice-President, and the Recording Secretary may execute the same.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, Director, or member of the Corporation otherwise than in an ordinary and usual course of business of the Corporation, and on the ordinary and usual terms of payment and security shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds of the members of the Board excluding any Director involved in such transaction, and a full and detailed statement of all such transactions and the aggregate amount of such transaction less any repayments, shall be stated in the next annual report to members.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Building Funds. Building funds should be maintained as a separate account. The Board shall approve usage of the funds in case of an emergency, only after notifying the General Membership.

ARTICLE VIII: AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of the majority of the membership present plus ballots received by mail at any Annual or Special Members Meeting, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirement for special meetings of members. The Board may make and alter all By-Laws, except those By-Laws fixing their number, qualifications, classification, or term of office; provided, that any By-Law amended, altered, or repealed by the Board as provided herein, may thereafter be amended, altered, or repealed by the members.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year.

ARTICLE X: DISSOLVEMENT

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified under Section 501 (c)(3) of the Internal Revenue Code or a future U.S. Internal Revenue Law. Distribution shall be to an organization that shall be determined by majority vote of the Board.

This copy incorporates the original By-Laws and all amendments, passed by the Board of Directors, through 20 July 2006. By-Laws revised and/or retyped 16 July 2006 as submitted and approved by the 2006/07 Board and By-Law/Policy Committee.