

ADDENDUM: By-Laws as revised

## **BY-LAWS of BAY CITY PLAYERS, INC.**

### **ARTICLE I**

#### **Purposes**

**Section 1. PURPOSE:** The purpose or purposes for which the corporation is formed are as follows: To promote, encourage and advance interest, activities, understanding and ability in theatrical arts and to organize, produce and display for the education, edification and enjoyment of the public, amateur plays, productions, skits, presentations and musical, and to own, acquire and maintain real and personal property for the production of said activities, and to conduct and operate activities and promotions to acquire said assets, finances and means to permit and make possible said activities.

**Section 2: TYPE OF CORPORATION:** Bay City Players, Inc., is a non-profit corporation. Articles of Incorporation were filed with the Michigan Corporation and Securities Commission on May 18, 1953.

### **ARTICLE II**

#### **Meetings of the Membership**

**Section 1. PLACE OF MEETING:** All meetings of the members shall be held at a theater owned or occupied by the corporation.

**Section 2. ANNUAL MEETING:** An Annual Meeting of the membership shall be held on the second Monday of July due to changing our fiscal year to July 1 to June 30. At this meeting the Board of Directors will be elected by a plurality vote and other business transacted as necessary.

June 8, 1998

**Section 3. SPECIAL MEETING:** A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors; **or** upon the written demand of at least 25 members filed with the Board of Directors. The President shall call a meeting of the members within 30 days of said filing.

**Section 4. NOTICE OF MEETINGS:** Written notice will be given to the membership of the annual meeting or any special meeting.

Amended 7/10/17

**Section 5. QUORUM:** Presence in person of at least twenty members shall constitute a quorum of any meeting of the members.

**Section 6. VOTING:** Each member shall be entitled to one vote, in person, upon each subject submitted to a vote of the members.

**Section 7. VOTING INSPECTORS:** Whenever any member shall request the appointment of inspectors, the chairman of the meeting shall appoint not more than three inspectors. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall

receive and count the votes either upon an election or for the decision of any question and shall determine the result.

**Section 8. RULES OF ORDER:** Roberts Rules of Order, Revised, shall be the final authority of cases of procedural dispute.

### **ARTICLE III Membership**

**Section 1. MEMBERS:** Any person may become a member by making a donation at or above the amount established by the board, provided that such member's name shall have been entered upon the books of the corporation at least thirty days before any meeting of the members.

Amended 7/10/17

**Section 2. PRIVILEGES:** All members shall have the right to attend any and all functions or take part in any activity of the corporation.

Amended 7/10/17

**Section 4. NONDISCRIMINATION:** Membership is open to all persons regardless of religion, race, color, national origin, age, sex, height, weight, marital status, gender identification, or sexual orientation.

Amended on July 13, 2009

Amended on July 15, 2002

### **ARTICLE IV Board of Directors**

**Section 1. GENERAL POWERS:** The affairs of the corporation shall be managed by its Board of Directors.

**Section 2. NUMBER AND TERM:** The number of directors shall range between 11 and 15. The term of office shall be two years, and each director shall hold office until his or her successor shall have been elected. No person shall serve more than two consecutive terms, except that a director serving his or her first year as President in the last year of his or her second term as a director shall be eligible for re-election to the Board of Directors for one more term.

Amended on July 15, 2002

Amended 7/10/17

**Section 3. QUALIFICATIONS:** All directors shall be members in good standing of the corporation holding a membership as previously defined, and making a financial contribution at a level meaningful to the director throughout his or her term of office.

Amended on July 8, 2013

Amended 7/10/17

**Section 4. MEETINGS:** Meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors.

**Section 5. NOTICE OF MEETINGS:** Electronic, written or oral notice of each meeting shall be given each director at least 48 hours in advance of said meeting, and the President shall call a meeting upon request of six directors.

Amended on July 13, 2009

**Section 6. QUORUM:** A majority of the directors shall constitute a quorum.

**Section 7. REMOVAL OF BOARD MEMBERS:** The Board of Directors, by a vote of the majority of its members, may remove a director. Failure to attend eight (8) of twelve (12) meetings of the Board of Directors shall be cause for removal.

Amended on July 8, 2013

**Section 8. VACANCIES:** Any vacancy in the Board of Directors needed to bring the Board to its minimum number may be filled by the Board of Directors immediately. Any other vacancy occurring in the Board of Directors shall be filled by the Board of Directors at the Board's earliest convenience. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Amended on July 13, 2009

**Section 9. INFORMAL ACTION BY DIRECTORS:** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if approval is received electronically or in writing by the majority of the directors.

Amended on July 13, 2009

**Section 10. NOMINATING COMMITTEES:** The President, with the consent of the Board of Directors, shall appoint a nominating committee of at least three persons for the purpose of presenting recommendations to the members for the election of directors, providing, however, the recommendations shall be advisory only and without limitation upon the right of the members to nominate and elect directors of their choice.

**Section 11. PLAY-READING COMMITTEE:** The Play-Reading Committee shall consider and recommend plays, including musicals, for production during the ensuing season, provided, however, the recommendations shall be advisory only and without limitation upon the right of the Board of Directors to determine the plays to be produced.

Amended on July 13, 2009

Amended 7/10/17

**Section 12. REPRESENTATIVES TO THE BOARD:** The board may appoint a student representative, and may consider appointing representatives from inclusive Players' organizations. Those appointments will be non-voting positions.

Amended on July 13, 2009

## **ARTICLE V**

### **Officers**

**Section 1. OFFICERS:** President, Vice-President, Secretary and Treasurer (Officers) shall be elected by the Board of Directors from their number at the first meeting after election. If a treasurer is not available from the Board, the Treasurer may be appointed from the membership at large to a renewable one-year term with no limit if the Board desires. If the Treasurer is not an elected board member, the Treasurer

will not have voting rights. These officers shall comprise an executive committee whose function is to facilitate board action.

Amended on July 13, 2009

Amended on June 9, 1997

Amended 7/10/17

**Section 2. ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually by the Board of Directors at a meeting which shall be held as soon after the annual meeting of the members as may be convenient. Each officer shall hold office until his or her successor has been duly elected. No person shall be elected President for more than three consecutive years. No person shall be elected President unless he or she shall have been a member of the Board of Directors for at least one year within the past three years prior to election.

**Section 3. REMOVAL OF OFFICERS:** Any officer elected or appointed by a majority of the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 4. VACANCIES:** A vacancy in any office occurring for any reason may be filled by appointment with approval by a majority of the Board of Directors for the unexpired portion of the term.

**Section 5. PRESIDENT:** The President shall be the chief executive officer of the corporation. He or she shall preside over all meetings of the board and of the members. He or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He or she shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He or she shall appoint, subject to the approval of the board, members of the Nominating Committee. He or she shall appoint, subject to the approval of the board, all other agents, committees, and officers other than those provided for in these bylaws.

**Section 6. VICE-PRESIDENT:** The Vice-President shall perform such duties as may be assigned from time to time by the President; and during the absence or disability of the President, they shall perform the duties and exercise the powers of the President,

Amended on July 13, 2009

Amended 7/10/17

**Section 7. SECRETARY:** The Secretary shall attend all meetings of the members and of the Board of Directors, and shall preserve in the books of the corporation true minutes of the proceedings of such meetings. He or she shall give all notices required by statute, by law or resolution. The secretary shall perform such other duties as may be designated to him or her by the President.

**Section 8. TREASURER:** The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designated for the purpose by the Board of Directors. He or she or a designee shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President, Board of Directors and at membership meetings an account of all of his or her transactions as Treasurer and of the financial

condition of the corporation. The Treasurer shall perform such other duties as may be delegated to him or her by the President.

## **ARTICLE VI Dissolution**

**Section 1. DISSOLUTION.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 as amended by the Tax Reform Act of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## **ARTICLE VII Miscellaneous**

**Section 1. CONTRACTS:** Directors, producers, and committee chairs of individual productions may enter into contract on behalf of the individual production in amounts up to but not to exceed the amount designated in said production's budget for items or services of this nature. When said item is not included as a budget item, permission must be granted by the President or President's designee. Otherwise, only members of the executive committee shall be authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Amended on July 13, 2009

**Section 2. CHECKS, DRAFTS, ETC.:** All checks, drafts or orders for the payment of money, can be signed solely by the Treasurer or by any two officers who are signatory on the account.

Amended on July 13, 2009

Amended 7/10/17

**Section 3. DEPOSITS:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, savings and loan associations or other depositories as the Board of Directors may select.

**Section 4. GIFTS:** The Board of Directors may accept on behalf of the corporation a contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VIII Amendment**

**Section 1. AMENDMENT:** These bylaws may be altered, amended, changed, added to, or repealed and new bylaws may be adopted by the affirmative vote of a majority of the members present who are entitled to vote at any annual or special meeting of the members if notice of the proposed alteration, amendment, change, addition, or repeal are made available in advance online or in the office.

Adopted June 6, 1988

Amended 7/10/17