



**THE COLONIAL PLAYERS, INC.**  
**Bylaws**

Revisions a/o 3/29/2022

© 2022 The Colonial Players, Inc.

## SUMMARY OF CHANGES

The following is a summary of the changes in this revision of the Bylaws.

Section	Change
General	<p>Add Table of Contents.</p> <p>Reason: To aid in searching document.</p>
General	<p>Change any instance of "Director" to "Board Member", unless different circumstances are specifically described for Executive Officers and Board Directors. Capitalize "Member" as part of the position designation.</p> <p>Reason: For clarity.</p>
General	<p>Change any instance of "(2/3)" to "two-thirds (2/3)". Change any instance of "two thirds" to "two-thirds". Any other fractions shall be similarly updated.</p> <p>Reason: For standardization.</p>
Article IV, Section A.2. (a)	<p>As Reads: "A special meeting of the Membership of the Corporation may be called by the President, or by no less than a 70% majority of the Board, or by the written request of ten (10) or more of the members of the Corporation."</p> <p>Change to: "...70% majority of the seated Board..."</p> <p>Reason: Consistency with previously approved change.</p>
Article IV, Section B.1.	<p>As Reads: "Written or printed notice stating the place, date, and hour of any meeting of members will be delivered personally, by postal mail, or by e-mail to each member entitled to vote at such meeting, no fewer than ten (10) days before the date of such meeting, by or at the direction of the President, Secretary, or persons calling the meeting. A proposed agenda with old and new business issues shall be included with this notice for all regular meetings."</p> <p>Change to: "Written or printed notice stating the place, date, and hour of any meeting of members will be delivered by postal mail or e-mail to each member entitled to vote at such meeting, no fewer than ten (10) days before the date of such meeting, by or at the direction of the President, Secretary, or persons calling the meeting. Proposed agenda items will be included with this notice for all membership meetings."</p> <p>Reason: To clarify that a formal agenda is not required with the notification. To remove requirement for "personal" delivery. The word "shall" changed to "will" per previously approved change.</p>

Section	Change
<p>Article IV, Section C.</p>	<p>As Reads: "Place of Meetings: The Board will designate a place for any meeting of the Membership of the Corporation within a fifteen (15) mile radius of the City of Annapolis. A virtual meeting space may be added to, or designated in lieu of, a physical space."</p> <p>Add: "The members present at any space - physical and/or virtual - designated for a meeting of the Membership will be considered as members present for all purposes requiring action by the members of the Corporation under these Bylaws."</p> <p>Reason: To clarify the voting status of virtual attendees.</p>
<p>Article V, Section B.1. (a)</p>	<p>As Reads: "The President appoints the Treasurer and Operations Director, subject to the approval of the Board..."</p> <p>Change to: "The President appoints the Treasurer subject to the approval of the Board..."</p> <p>Reason: Factual correction. This change was previously approved by the membership at the GM Meeting September 25, 2019. This change was missed in the subsequent update.</p>
<p>Article V, Section C.2. (d) (7)</p>	<p>As Reads: "The same conditions and procedure described in Article V, Sections C.1.(c) (1)-6) apply to votes required of the Executive Officers."</p> <p>Change to: "The same conditions and procedure described in Article V, Sections C.2.(c) (1)-(6) apply to votes required of the Executive Officers."</p> <p>Reason: Factual Correction. Paragraph reference was not updated when previous change adjusted numbering.</p>

Section	Change
<p>Article V, Section C.3.(b)</p>	<p>As reads: "(b) A Board Director may appoint a member of his/her team as Acting Director to cover a known absence. If notification to the Board occurs at least one week prior to a meeting, the Acting Director may attend the meeting in lieu of the Director as a voting member. The presence of the Acting Director in lieu of the Director will count toward quorum."</p> <p>Change to: "(b) In the event neither a Board Member nor their Assistant is available for a Board meeting, the Board Member may nominate any member of the Corporation to cover their absence in an Acting capacity. If notification to the Board and Board approval occurs at least one week prior to a meeting, the presence of the Acting Board Member will count toward quorum, and the Acting Board Member may vote."</p> <p>Reason: Removes the requirement that an Acting representative be from a specific team, allowing for a consistent process for all Board Members permitted substitutes by V.c.3. (a). The requirement for the Board to approve the nomination has been added. This is to make it consistent with V.c.3. (a). ["his/her" changed to "their" as previously approved, 2020-10-13]</p>
<p>Article V, Section C.3.(c)</p>	<p>As Reads: "Any Board member may designate a representative to attend a meeting for information purposes only in his/her absence, by notifying the President a minimum of twenty-four (24) hours prior to the meeting. The Board member's substitute will not count towards quorum and does not have voting privileges."</p> <p>Change to: "Any Board Member may designate a representative to attend a meeting in their absence by notifying the President a minimum of twenty-four (24) hours prior to the meeting. In this instance, the Board Member's representative will not count towards quorum and does not have voting privileges."</p> <p>Reason: Removes the requirement that an Acting representative be from a specific team, allowing for a consistent process for all Board Members permitted substitutes by V.c.3. (a). The requirement for the Board to approve the nomination has been added. This is to make it consistent with V.c.3. (a). ["his/her" changed to "their" as previously approved, 2020-10-13]</p>
<p>Article VI, Sections B.4 and B.7</p>	<p>Change all references to the report of the Election Tellers to "Tellers' Report".</p> <p>Reason: Standardize to correct terminology.</p>
<p>Article VII, Sections A. and C.</p>	<p>Change references to "Special or Annual meeting" to read "Special or Regular meeting".</p> <p>Reason: To include all Membership meetings.</p>

Section	Change
<p>Article VIII, Section A.4.</p>	<p>As Reads: "A written proposal signed by at least ten (10) members of the Corporation, may be submitted directly to a meeting of the Membership of the Corporation under the conditions of Article VIII, Section B."</p> <p>Change to: "A written proposal signed by at least ten (10) members of the Corporation may be submitted directly to a meeting of the Membership of the Corporation under the conditions of Article VIII, Section B. Members submitting a change proposal under this article may coordinate with a Board Member regarding a method to meet the notification requirement."</p> <p>Reason: To provide information on how an individual members of the Corporation can meet the notification requirement.</p>

## TABLE OF CONTENTS

ARTICLE I: NAME AND PURPOSE.....	2
ARTICLE II: THE CORPORATION - SCOPE AND MANNER OF OPERATION....	2
ARTICLE III: MEMBERSHIP.....	3
ARTICLE IV: MEMBERSHIP MEETINGS.....	3
ARTICLE V: ADMINISTRATION - OFFICERS - DUTIES.....	5
ARTICLE VI: NOMINATIONS AND ELECTIONS.....	14
ARTICLE VII: FINANCES.....	16
ARTICLE VIII: AMENDMENT TO BYLAWS.....	17
ARTICLE IX: DISPOSITION OF ASSETS ON DISSOLUTION OF THE ORGANIZATION.....	19

**THE COLONIAL PLAYERS, INC.  
ANNAPOLIS, MD**

**BYLAWS**

Revisions a/o 3/29/2022

**ARTICLE I: NAME AND PURPOSE**

- A. Name: The name of the organization is THE COLONIAL PLAYERS, INC.
- B. Purpose: The purpose of the organization is to provide facilities, education, training, and encouragement to all members of the community who are interested in participating in the dramatic arts and further to educate the community to the appreciation of the dramatic arts by providing a variety of dramatic entertainment.

**ARTICLE II: THE CORPORATION - SCOPE AND MANNER OF OPERATION**

- A. The Colonial Players, Inc. is a non-profit corporation and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. No officer of the Corporation will receive remuneration for services as an officer. No member of the corporation will receive remuneration by virtue of Membership. The Corporation will not engage, other than as an insubstantial part, in activities which in themselves are not in furtherance of its tax exempt purposes.
- B. The Corporation will have and continuously maintain in this State, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Maryland as the Board of Directors, henceforth referred to as the "Board," may from time to time determine.
- C. The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members and the Board. All books and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.
- D. While representing, or perceived to be representing, the organization, Corporation members, volunteers, and contract employees will not participate in, or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE III: MEMBERSHIP**

- A. Types of Membership: Types of Membership are as follows: (1) Life, (2) Annual, and (3) any other that is deemed established by Resolution of the Board.
- B. Membership Year: The Membership year runs from September 1 through August 31.
- C. Membership Privileges: Membership privileges accorded to all members consist of voting privileges and any other privileges that the Board determines. Membership privileges in the Corporation are granted by the Board following approval of the application for Membership, with the exception that a member must be at least eighteen (18) years old to vote. Life Members are entitled to all Membership privileges for life without payment of dues or fees other than the initial Membership fee, which is established by Resolution of the Board. In addition, each Life Member is entitled to one season ticket to the Corporation's regularly scheduled season of productions.
- D. Denial of Participation or Revocation of Membership: Membership or participation may be denied or revoked at the discretion of the Board. Such denial or revocation is subject to appeal to the Membership at regular or special Membership meetings.
- E. Dues: The amount of dues are an amount as may from time to time be established by a majority vote of members present and voting at any Membership meeting.

**ARTICLE IV: MEMBERSHIP MEETINGS**

- A. Regular and Special
  - 1. Regular Meetings:
    - (a) An Annual Meeting of the Membership of the Corporation will be held each year in March for the purpose of electing members to serve on the Board and for the transaction of such other business as may come before the meeting.
    - (b) Another General Membership meeting must be held within 45 days after the end of the fiscal year (September 1 - August 31). The financial operation for the year will be reviewed. The summation of the previous year's financial operation and the current

year's budget, prepared by the outgoing and incoming Treasurers (when applicable), will be presented to the Membership, as per Article VII, Section H., and for the transaction of such business as may come before the meeting.

(c) Any other General Membership meeting, as deemed necessary by the Board.

2. Special Meetings:

(a) A special meeting of the Membership of the Corporation may be called by the President, or by no less than a 70% majority of the seated Board, or by the written request of ten (10) or more of the members of the Corporation.

(b) Requests for a special meeting must be sent to the President or Secretary.

(c) Such meetings are restricted to the subject for which the meeting has been called and so stated in the notice.

3. Rescheduled Meetings: In the event an original meeting date must be cancelled, the new meeting date must be no earlier than 11 days after the original date and no later than 45 days following the original date.

B. Notice of Meetings

1. Written or printed notice stating the place, date, and hour of any meeting of members will be delivered by postal mail or by e-mail to each member entitled to vote at such meeting no fewer than ten (10) days before the date of such meeting, by or at the direction of the President, Secretary, or persons calling the meeting. Proposed agenda items will be included with this notice for all membership meetings.

2. Notice of a special meeting must be given to the members no later than thirty-five (35) days from the time the President or Secretary receives the request for said meeting.

3. Notice of meetings, if mailed, will be by prepaid postage, addressed as appears on the latest records of the Corporation, and will be considered delivered when deposited in the United States mail.

4. A newsletter sent to all members via postal mail and/or e-mail within the time limits specified in Article IV,

Sections B.1. and B.2. will be considered sufficient notification of meetings, and of matters to be discussed and voted on at meetings, provided information is properly stated as required by these Bylaws.

5. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing and signed by the person entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.
- C. Place of Meetings: The Board will designate a place for any meeting of the Membership of the Corporation within a fifteen (15) mile radius of the City of Annapolis. A virtual meeting space may be added to, or designated in lieu of, a physical space. The members present at any space - physical and/or virtual - designated for a meeting of the Membership will be considered as members present for all purposes requiring action by the members of the Corporation under these Bylaws.
- D. Quorum: The members present at a meeting of the Membership will constitute a quorum for all purposes requiring action by the members of the Corporation under these Bylaws.
- E. Reports to the Members:
1. At each regular or special Membership meeting, the Board will submit reports it deems advisable and reports mandated by these Bylaws to keep the Membership informed as to the operations and financial position of the Corporation.
  2. In the notice of the first General Membership meeting of each Membership year, the Board must report its actions regarding its annual review of the Resolutions. At the time of notice, the Board must provide published copies to the Membership. A current copy of the Resolutions published on the Colonial Players website fulfills this requirement.

#### **ARTICLE V: ADMINISTRATION - OFFICERS - DUTIES**

- A. Administration:
1. General Powers: The affairs of the Corporation will be managed by its Board.
  2. The Executive Officers of the Corporation, who must be members of the Corporation, are the President, Vice-

President, Secretary, and Treasurer. The President, Vice-President and Secretary are elected by the members of the Corporation. The Treasurer is nominated by the President and approved by majority vote of the Board and, upon approval, is vested with full voting privileges.

3. The Board consists of the Executive Officers of the Corporation and six additional members of the Corporation who, with the exception of the Treasurer, are elected by the Membership to fill the following positions in the Corporation for terms to begin on June 1<sup>st</sup> of the election year with full responsibility and voting privileges at that time. Retiring Board Members will work in conjunction with Board Members-elect through the June Board meeting. The Board is composed of:
  - (a) the President elected in even-numbered years for a two (2) year term with a limitation of two (2) consecutive terms, except as described in Article V, Sections A.3.(g) - (h).
  - (b) the Vice-President, elected in odd-numbered years for a two (2) year term with a limitation of two (2) consecutive terms, except as described in Article V, Sections A.3.(g) - (h).
  - (c) the Secretary, elected in odd-numbered years for a two (2) year term, with a limitation of two (2) consecutive terms, except as described in Article V, Sections A.3.(g) - (h).
  - (d) the Treasurer, nominated by the President in even-numbered years and approved by a majority vote of the Board, vested with full voting privileges for a two-year (2) term, with a limitation of two (2) consecutive terms, except as described in Article V, Sections A.3.(g) - (h). The candidate for Treasurer will be nominated by the new President and approved by the Board at the June Board meeting of that election year. To allow for transition, the term of the Treasurer will begin on September 1st of the appointment year and run through August 31st two years hence.
  - (e) the Operations Director, elected in even-numbered years for a two-year (2) term. Due to the requirements of this position and to allow this

Board Member to successfully maintain government, community, and vendor relationships unique to facility management:

- (1) there are no specific consecutive term limits imposed on this Board Member position.
  - (2) occupants of this position are required to fulfill the Board Member substitution option described in Article V, Section C.3.(a) by nominating an assistant by the first full Board meeting following election.
- (f) five (5) Directors, as set forth below, elected for two (2) year terms with a limitation of two (2) consecutive terms in a given directorship, except as described in Article V, Sections A.3.(g) - (h). Each director is elected to direct the titled area of responsibility for the Corporation. The Artistic Director, Education/Special Projects Director, and Marketing Director are elected in odd-numbered years. The Human Resources Director and Production Director are elected in even-numbered years.
- (g) An incumbent who has held a position for two (2) consecutive terms may serve for a third and subsequent terms, following election or appointment procedures described in these Bylaws, if and as long as there is no other candidate for the position.
- (h) The limitation of two consecutive terms does not include the first appointment or election to complete a term vacated by a previously elected or appointed officer. Subsequent consecutive appointments will count towards term limitation if no other person takes the office between appointments.
4. Seated Board: The Seated Board will consist of all filled Board Positions.
5. Removal of Officers: Any member of the Board may be removed from office by a two-thirds (2/3) vote of the members of the Corporation present and voting at any special Membership meeting. Such dismissal will be subject to appeal to the Board at a regular or special Board meeting.

6. Committees

- (a) Standing committees of the Corporation are the Finance Committee, the Nominations Committee, the Elections Committee, the Long Range Planning Committee, and the Bylaws Committee.
- (b) Other Committees: The Board, by Resolutions adopted by a majority of the Board Members, may designate specific tasks and appoint other standing or ad hoc committees as it may see fit. Such committees are subject, in all respects, to the authority and discretion of the Board.
- (c) Persons who are not members of the Board may chair or serve on standing or ad hoc committees, so long as they are members in good standing of the Corporation.
- (d) The President will serve as an ex-officio member of all committees, with the exception of the Nominations and Election Committees, and will be notified of all committee meetings.

7. Administrative policies and procedures are delineated in the Resolutions of the Corporation.

B. Duties of Officers, Directors, and Standing Committees

1. Duties of the Executive Officers and Directors:

- (a) President: It is the duty of the President to enforce observance of the Bylaws, to preside at all meetings of the Board, to preside at all Membership Meetings as defined in Article IV, and to perform all other duties pertaining to the office as set out in the Resolutions of the Corporation. The President has a vote at Board meetings, general meetings, or special meetings, provided such vote does not result in a tie. The President appoints the Treasurer subject to the approval of the Board; appoints the chairs and committee members of all standing committees, except the Long Range Planning Committee and Bylaws Committee; and oversees the appointment of all special and ad hoc chairs and committee members as may be needed.
- (b) Vice-President: It is the duty of the Vice-President to represent the Board in interactions with businesses, government entities, and schools; serve as chair of and appoint committee members to

the Long-Range Planning Committee; and perform such other duties as may be required by the President and as set out in the Resolutions of the Corporation. In the absence of the President, it is the duty of the Vice-President to perform all duties of the President.

- (c) Secretary: It is the duty of the Secretary to record and maintain the minutes of all Board and Membership meetings; maintain a copy of the Bylaws with all its amendments and all effective Resolutions of the Board in a location accessible to all members; handle all official correspondence; and perform other duties as set out in the Resolutions of the Corporation. The Secretary will serve as the chair of and appoint committee members to the Bylaws Committee.
- (d) Treasurer: It is the duty of the Treasurer to receive all funds and make all disbursements under the direction of the Board; keep all financial records; make such financial reports as are required by the Board; be responsible for closing the books for the fiscal year with the assistance of the newly-appointed Treasurer; and perform other duties as set out in the Resolutions of the Corporation.
- (e) Directors: The Board will clearly define the duties of the Board Members, and additional duties of the Executive Officers, in the Resolutions of the Corporation.

2. Formation and Duties of Standing Committees:

- (a) Finance Committee: Finance Committee members will be appointed at the start of each fiscal year by the President with the consent of the Board, and will consist of at least three (3) members of the Corporation. Alternatively, a Certified Public Accountant may serve in lieu of one Corporation member. The Finance Committee will examine the Corporation's financial records as specified in Article VII, Section G. In addition, the Finance Committee will periodically analyze the financial condition of the Corporation, to include a review of the accounting system, the chart of accounts and the accounting and disbursing procedures for appropriateness, completeness, and effective internal controls. The Finance Committee will

research and recommend to the Board avenues for the investment and growth of the Corporation's money to ensure that maximum return, safety, and soundness is maintained. The Finance Committee will consider input from the Long Range Planning Committee and any special committee formed to advise on specific bequests and donations received.

- (b) Nominations Committee: By September 1, the President will appoint Nominations Committee members who will be responsible for carrying out detailed duties specified in Article VI, Section A.
- (c) Election Committee: Election Committee Members will be appointed by the President, consist of a chair and at least one (1) other member, and be responsible for conducting the election of officers at the Annual Membership Meeting as described in Article VI, Section B. The chair and the members of the Election Committee will be members in good standing. Neither the chair nor any member of the committee may be a member of the Board, the Nominations Committee, or a candidate for office in the Corporation.
- (d) Long Range Planning Committee: At the start of each fiscal year, the Vice-President will appoint and chair a group for the purpose of long-range planning consisting of a past President of the Corporation, the current President, a member of any bequest committee, and a combination of at least three other Corporation members with varied theatre experience and knowledge. The committee Membership will include no more than 3 current Board Members. After consideration of input from the Finance Committee, any bequest committee, and the Membership, the Long Range Planning Committee will research, define, and suggest to the Board five, ten, and fifteen+ year plans.
- (e) Bylaws Committee: The Secretary will appoint and chair a group consisting of at least two (2) other members of the Corporation to review the Bylaws of the Corporation at least once each fiscal year. The Bylaws Committee will submit the results of each review to the Board, along with any recommendations for changes or amendments to the Bylaws.

C. Board of Directors Meetings

1. Quorum: Attendance by 70% of members of the seated Board constitutes a quorum for the transaction of business at any meeting of the Board. Fractional numbers follow standard rounding rules. If less than 70% is present at said meeting, a majority of the Board Members present may adjourn the meeting.
2. Meetings
  - (a) Regular Meetings: A Regular Meeting of the Board will be held without other notice than by these Bylaws within one (1) month after the Annual Meeting of the Membership. A monthly meeting of the Board will be held on a regularly scheduled basis as determined by the members of the Board.
  - (b) Special Meetings: Special meetings of the Board may be called by, or at the request of, the President or three or more Board Members. The person or persons authorized to call a special meeting of the Board may fix any place for holding such special meetings.
    - (1) Notice: Notice of any special meeting of the Board will be given at least three (3) days before the meeting by written notice delivered personally, by mail, or by e-mail to each Board Member at his address as shown by the records of the Corporation. Receipt of the meeting notice must be confirmed by each Board Member.
    - (2) Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting constitutes a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the waiver of notice of such meeting, unless otherwise specifically required.
  - (c) For any meeting of the Board of Directors, the Board will designate a physical location within a fifteen (15) mile radius of the City of Annapolis. A virtual meeting space may be added to, or designated in lieu of, a physical space.

- (d) E-mail Vote: When a situation requiring a Board vote arises between regularly scheduled Board meetings, the Board may vote by e-mail using the following procedures:
- (1) The Secretary will administer the e-mail voting process. If the Secretary is unavailable, another Executive Officer, in the order of President, Vice-President, and Treasurer, must administer the vote.
  - (2) The issue must be clearly proposed as a motion, with a time period set for discussion and a date set for the vote.
  - (3) A quorum is constituted by 70% of the seated Board Members acknowledging receipt of the issue by sending an e-mail reply to the Executive Officer administering the vote.
  - (4) A majority vote of the quorum is required for a motion to pass, unless stricter criteria have been set.
  - (5) A written record of the votes cast by the Board Members voting will be included in the minutes of the next regular meeting of the Board held following such vote.
  - (6) If any Board Member requests the issue be discussed at a Board meeting in lieu of e-mail, no vote may be taken and the issue will be included as an agenda item under Unfinished Business at the next scheduled Board meeting.
  - (7) The same conditions and procedures described in Article V, Sections C.2.(c)(1) - (6) apply to votes required of the Executive Officers.

3. Substitution:

- (a) Upon taking office, a Board Member other than the President or Vice-President may designate an Assistant and present that name to the Board. The Operations Director must fulfill this option in accordance with Article V, Section A.3.(e)(3). Upon majority approval by the Board, the Assistant Officer/Director may attend Board meetings in lieu of the Officer/Director as a voting member. The presence of the Assistant in lieu of the Board Officer or Director will count towards quorum.

- (b) In the event neither a Board Member nor their Assistant is available for a Board meeting, the Board Member may nominate any member of the Corporation to cover their absence in an Acting capacity. If notification to the Board and Board approval occurs at least one week prior to a meeting, the presence of the Acting Board Member will count toward quorum, and the Acting Board Member may vote.
- (c) Any Board Member may designate a representative to attend a meeting in their absence by notifying the President a minimum of twenty-four (24) hours prior to the meeting. In this instance, the Board Member's representative will not count towards quorum and does not have voting privileges.

D. Vacancies

1. Order of Succession to the President

- (a) Should the President be unable to complete the term of office, the Vice-President will automatically assume the office of President for the remaining balance of the President's term, and, as President, follow the procedures outlined for Other Vacancies in Paragraph 2 (below) to fill the position of Vice-President. Should the Vice-President for any reason be unable to assume the duties of President, the Secretary will assume the office of President as described above.
- (b) If neither the Vice-President nor the Secretary is able to assume the office of President, an Interim President will be selected from among the elected Board Members to hold office until such time as a special or general election can be properly called to vote on a new President. Selection of the Interim President will be by two-thirds (2/3) majority vote of a quorum of Board members present at a meeting designated for such a vote.

2. Other Vacancies: With the exception of the office of the President, which is defined by Article V, Sections D.1.(a) - (b), any vacancy occurring on the Board will be filled by Presidential appointment, subject to the approval of the Board. The President will announce the vacancy to the Board in person, by phone, by mail, or by e-mail and allow one (1) week for

members of the Board to propose eligible appointees. A member appointed to fill a vacancy on the Board may hold office for the remainder of the current term.

**ARTICLE VI: NOMINATIONS AND ELECTIONS**

A. Nominations:

1. A notice inviting nominations will be given by the Board to the members of the Corporation no later than November 30th each year.
2. The Nominations Committee will be directed by the Board to present one or more eligible candidates for each office to be filled and further be directed to report to the Board all instances when this cannot be done. Candidates for Board positions must have been members in good standing of the Corporation by January 1st of the election year. A member is considered to be in good standing if they have paid the annual Membership dues, is not under charges/investigation (per Resolution H.3.a.2.), and is not otherwise being considered for denial or revocation of Membership (per Article III, Section D.).
3. The list of nominations will be presented to the Membership no later than the 31st day of January in each year. Each candidate will submit a statement of qualifications and intentions to the Nominations Committee no later than the 15th day of February of the election year.
4. Any member of the Corporation may, no later than the 15th day of February in each year, submit in writing to the chair of the Nominations Committee or to the President, the name or names of other members proposed for nomination as a Board Member. These additional nominations will not be accepted unless accompanied by:
  - (a) a written statement from the nominee indicating acceptance of the nomination, and
  - (b) a statement of qualifications and intentions, and
  - (c) written endorsement by four (4) additional members of the Corporation.
5. The names of all nominees, their statements of qualifications and intentions, and instructions for the election will be submitted in writing to the Membership no later than two weeks prior to the election. There

will be no other nominations accepted at the meeting of the Corporation at which elections are held.

6. In the event that the Nominations Committee report is delayed beyond January 31, the report will include a stipulation extending the deadline for nominations from the Membership by one day for each day of delay in issuing of the said report.

#### B. Elections

1. Election of members to the Board will be held at the Annual Meeting and under the direction of an appointed Election Chair. Members of the Election Committee will determine the qualifications of voters, prepare the ballots, collect and count ballots, and perform other tasks as required by the chair.
2. Members possessing voting privileges as defined by Article III, Section C. may vote in the election of the Board, provided application for Membership was submitted not later than January 1st of the year of the election.
3. The Election Committee Chair will read aloud to the Membership in attendance the statements of qualifications and intentions provided by each candidate to the Nominations Committee, unless the reading thereof is waived by a majority vote in favor of such a motion from the floor. No other discussion of nominees or issues will be permitted at the election.
4. Election will be by secret ballot, and the officer determined by a plurality vote of the qualified members present and voting plus the qualified absentee ballots received prior to the election meeting. Other than the names of the newly elected Board Members, no election results will be announced at the meeting unless a motion made by a member of the Corporation requesting the Teller's Report passes. The Teller's Report will be recorded in the meeting minutes.
5. Write-in candidates are not accepted. A write-in will be considered a spoiled vote for the candidate in question, and therefore not counted as a vote.
6. "No suitable candidate" will be included as a voting option for each position on the ballot. If "No suitable candidate" receives the plurality of votes, the position will be filled by Presidential appointment, as described in Article V, Section D.2.

7. The Teller's Report and election ballots will be held by the Secretary until after approval of the election meeting minutes by the Membership following an election, at which time the Secretary will dispose of these materials.

#### **ARTICLE VII: FINANCES**

- A. **Contracts:** The Board may authorize any two members of the Board to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. However, no purchase, sale or encumbrance of the real property of the Corporation or any instrument or contract resulting in the sale, purchase, or encumbrance of the real property of the Corporation will be valid or binding on the Corporation, nor approved by the Board, unless the same is first approved by the members of the Corporation by a two-thirds (2/3) vote of the members present and entitled to vote. Such vote will be taken at a Special or Regular meeting of the Membership.
- B. **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 will be issued and signed by at least one (1) of the four (4) Executive Officers: President, Vice-President, Secretary, or Treasurer.
- C. **Limits of Indebtedness**
  1. The Board may not incur any indebtedness, nor authorize any instrument or contract resulting in the incurrence of any indebtedness on the part of the Corporation in excess of one-half (1/2) of the money in the hands of the Treasurer, unless the amount of such indebtedness is first approved by the members of the Corporation by a two-thirds (2/3) vote of the members present and entitled to vote at a Special or Regular meeting of this Membership called for that purpose. The decision of the Membership will be binding.
  2. In the event of an emergency that would damage or jeopardize the property of the Corporation, the Board may, at its discretion, incur an indebtedness in the name of the Corporation in the amount of, and not exceeding, the amount needed to overcome such damage or emergency, notwithstanding any other provision or restriction of these Bylaws.

- D. Deposits: All funds of the Corporation will be deposited to credit of the Corporation in such banks, trust companies, or other depositories as the Board may elect.
- E. Gifts: The Board may accept on behalf of the Corporation any reimbursement, contribution, gift, bequest or devise for general purposes or for any special purpose of the Corporation. Gifts made for special purposes may not be used for any other purpose other than that designated by the donor.
- F. Financial Protection: The Board will provide appropriate bonding and insurance for property of, or protection of, the Corporation.
- G. Financial Records: The financial records of the Corporation will be maintained consistent with commonly accepted and practiced accounting standards, and will be reviewed following the end of each fiscal year by a Finance Committee. At least every third year, the financial records will be evaluated by a Certified Public Accountant.
- H. Financial Reports:
  - 1. A financial report will be presented at the General Membership meeting held within forty-five (45) days after the end of the fiscal year. Such a report will fully disclose the financial condition of the Corporation, including but not limited to, an analysis of all receipts and disbursements, the year beginning and year ending condition of all assets, and the financial condition of all properties and liabilities.
  - 2. At the Annual Meeting of the Corporation, the Treasurer will present to the Membership written summation of the year's operations, a financial report of the receipts, and a report of expenditures from September 1 through February 28.

#### **ARTICLE VIII: AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds (2/3) vote of the members present and voting at any Membership meeting provided that the provisions of Article VIII, Sections A. and B. are both met. The vote count will be calculated as number of "yes" votes divided by number of "yes" votes plus number of "no" votes. Abstentions will be removed from the vote count.

- A. Any proposed alterations, amendments, repeal, or adoption of new Bylaws must be submitted in one of the following ways:
1. The Board may, via majority vote, propose to the Membership minor changes in spelling, lexicon, grammar or syntax; corrections to factual errors; minor changes for clarification; or minor changes required to align the Bylaws with approved changes to the Resolutions.
  2. The Bylaws Committee may, upon annual or Board-directed review, present a written proposal to the Board for review and approval to submit to the Membership of the Corporation under the conditions of Article VIII, Section B. Any Board-directed review must:
    - (a) have Board consensus via majority vote, as recorded in the Board meeting minutes
    - (b) contain the intent and nature of the change
    - (c) contain suggested wording
  3. The Bylaws Committee, upon receipt of a request for substantive changes to the Bylaws, signed by at least ten (10) members of the Corporation, will submit a written proposal with recommendations to the Membership of the Corporation under the conditions of Article VIII, Section B.
  4. A written proposal signed by at least ten (10) members of the Corporation may be submitted directly to a meeting of the Membership of the Corporation under the conditions of Article VIII, Section B. Members submitting a change proposal under this article may coordinate with a Board Member regarding a method to meet the notification requirement.
  5. A member of the Corporation present at a meeting of the Membership may propose for immediate vote minor changes in spelling, lexicon, grammar, or syntax; corrections of factual errors; minor changes for clarification; or minor changes required to align the Bylaws with approved changes to the Resolutions.
- B. For changes submitted under Article VIII, Sections A.2., A.3., or A.4., the text of the said proposed alterations, amendment, repeal, or adoption of new Bylaws will be published in full and mailed or otherwise be made available to the Membership at least thirty (30) days before the next meeting called for the purpose of voting thereon, at which time the Membership will consider the alteration, amendment,

repeal, or adoption of said new Bylaws, and act thereon. Changes in substance from the published text may not be adopted without being submitted as required by Article VIII, Section A. Changes submitted under Article VIII, Section A.1. and A.5. are exempt from the 30-day pre-notification.

**ARTICLE IX: DISPOSITION OF ASSETS  
ON DISSOLUTION OF THE ORGANIZATION**

- A. Should there be occasion for the organization to dissolve, assets and properties, after provisions of the incorporation charter have been met, will be donated to the Anne Arundel County Board of Education exclusively for the use of dramatics.

**SUMMARY OF PREVIOUS REVISIONS**

The following is a summary of previous revisions to the Bylaws.

Revision Dates:

2/11/80	2/21/84	5/29/90	5/21/96
9/23/97	8/20/01	1/28/03	1/23/07
1/29/08	4/08/08	1/27/09	9/29/09
3/29/11	10/10/11	3/27/12	10/1/13
3/31/14	9/29/15	3/22/16	9/25/18
10/13/20	3/29/22		