

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

BYLAWS

(Amended January 27, 2009)

ARTICLE I

NAME AND PURPOSE

Name - The name of the organization shall be **THE COLONIAL PLAYERS, INC.**

Purpose - The purpose of the organization shall be 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 Corporation shall be operated as a non-profit organization. No officer of the Corporation shall receive remuneration for services as an officer. No member of the corporation shall receive remuneration by virtue of membership. The Corporation shall 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 shall 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 may from time to time determine.
- C. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors. All books and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE III

MEMBERSHIP

- A. Types of Membership: Types of membership shall be as follows: (1) Life, (2) Annual, and (3) any other that is deemed established by Resolution of the Board of Directors.

- B. Membership Year: The Membership Year shall run from September 1 through August 31.
- C. Membership Privileges: Membership privileges accorded to all members shall consist of voting privileges and any other privileges that the Board of Directors shall determine. Membership privileges in the Corporation shall be granted by the Board of Directors 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 shall be entitled to all membership privileges for life without payment of dues or fees other than the initial membership fee, which shall be established by Resolution of the Board of Directors. In addition, each Life Member shall be 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 of Directors. Such denial or revocation shall be subject to appeal to the membership at regular or special membership meetings.
- E. Dues: The amount of dues shall be such amount as may from time to time be established by a majority vote of members present and voting at any membership meeting.

ARTICLE IV

MEETINGS

- A. Regular and Special
 - 1. Regular Meetings: Effective September 1, 2009, an Annual Meeting of the membership of the Corporation shall be held each year in March for the purpose of electing members to serve on the Board of Directors and for the transaction of such other business as may come before the meeting. Newly elected Board members shall fully assume duties June 1st of the election year. In addition to the Annual Meeting, there shall be at least one other membership meeting in the membership year.
 - 2. Special Meetings: Special meetings of the membership of the Corporation may be called either by the President, by no less than two-thirds (2/3) of the Board of Directors, or upon the written request of ten (10) or more of the members of the Corporation. Such meeting shall be restricted to the subject for which the meeting has been called and so stated in the notice.
- B. Notice of Meetings
 - 1. Written or printed notice stating the place, date and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) 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.

2. Notice of special meetings is herein required to be given the members no later than thirty-five (35) days from the receipt of such request by the President or Secretary, unless otherwise specifically stated in the request.
 3. Notice of meetings, if mailed, shall be by prepaid postage, addressed as appears on the latest records of the Corporation, and shall be considered delivered when deposited in the United States mail.
 4. A newsletter mailed to all members within the time limits specified in Sec. 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, shall be deemed equivalent to the giving of such notice.
- C. Place of Meetings: The Board of Directors may, from time to time, designate a place, either within or outside of the property of the Corporation as the place of meeting, for any meeting of the membership of the Corporation providing such a place is within fifteen (15) mile radius of the City of Annapolis.
- D. Quorum: The members present at a meeting of the membership shall constitute a quorum for all purposes requiring action by the members of the Corporation under these Bylaws.
- E. Reports to the Members:
1. The Board of Directors, at each regular or special meeting of the membership shall submit to the membership such reports as it may deem advisable to keep the membership informed as to the operations and financial position of the Corporation.
 2. At the annual meeting of the Corporation, the Board shall 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.
 3. At the end of the fiscal year (September 1 - August 30), the financial operation for the year shall be reviewed. The summation of the year's financial operation and a proposed budget, prepared by the past and new Treasurers, shall be presented to the membership at the first general meeting held within forty-five (45) days after the end of the fiscal year. See Article VII-H.

4. The Board of Directors annually shall review all resolutions of the Board which are in effect, revise them as necessary, and must report their actions and provide published copies of the resolutions to the membership two (2) weeks prior to the first meeting of each membership year. A current copy of the Resolutions published on the Colonial Players website fulfills this requirement.
- F. Removal of Officers: Any members of the Board of Directors 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 shall be subject to appeal at the Board of Directors at a regular or special board meeting.

ARTICLE V

ADMINISTRATION - OFFICERS - DUTIES

- A. Administration:
1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors.
 2. Officers of the Corporation: The Executive Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. The President, Vice-President and Secretary shall be elected by the members of the Corporation. The Treasurer, who must be a member of the Corporation, shall be nominated by the President and approved by majority vote of the Board of Directors and, upon election, shall be vested with full voting privileges.
 3. The Board of Directors shall consist of the Executive Officers of the Corporation and 6 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 the night of the annual meeting so as to assume responsibility and full voting privileges at that time. Retiring Board members shall work in conjunction with Board members-elect through the June Board meeting.

The Board of Directors shall be composed of:

- (a) the President and Vice-President, who shall each be elected in alternate years, as set forth more specifically in the Colonial Players Resolutions, and shall each be elected for a two (2) year term with a limitation of two (2) consecutive terms; this limitation does not include election or appointment to complete a term vacated by a previously elected/appointed officer.
- (b) the Secretary, who shall be elected in the same year as the Vice-President for a two (2) year term, with a limitation of two (2) consecutive terms; this

limitation does not include election or appointment to complete a term vacated by a previously elected/appointed officer.

- (c) the Treasurer, who shall be nominated by the President and approved annually by a majority vote of the Board of Directors and, upon approval, shall be invested with full voting privileges for a two-year (2) term, with a limitation of two (2) consecutive terms; this limitation does not include appointment to complete a term vacated by a previously appointed officer.
- (d) six (6) Directors, as set forth below, who shall be elected for two (2) year terms with a limitation of two (2) consecutive terms in a given directorship; this limitation does not include appointment or election to complete a term vacated by a previously elected/appointed officer. Each director shall be elected to direct the titled area of responsibility for the Corporation: the Artistic Director, Education/Special Projects Director, and Marketing Director will be elected in alternating years with the Human Resources Director, Operations Director, and Production Director.

4. 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 of Directors, by Resolutions adopted by a majority of the Directors, 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 of Directors.
- (c) Persons who are not members of the Board of Directors 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 shall serve as an ex-officio member of all committees, with the exception of the Nominations Committee, and shall be notified of all committee meetings.

5. Administrative policies and procedures shall be 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 shall be the duty of the President to enforce observance of the Bylaws, to preside at all meetings of the organization and Board of Directors, and to perform all other duties pertaining to the office as set out in the Resolutions of the Corporation. The President shall have a vote at Board meetings, general meetings, or special meetings, provided such vote does not result in a tie. The President shall appoint the Treasurer, subject to the approval of the Board of Directors. and the chairpersons and committee members of all standing committees, except the Long Range Planning Committee and Bylaws Committee, and shall oversee the appointment of all special and ad hoc chairpersons and committee members as may be needed.
- (b) Vice-President: It shall be the duty of the Vice-President to represent the Board in interactions with businesses, government entities and schools; serve as chairperson 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 shall be the duty of the Vice-President to preside at all meetings and perform all duties of the President.
- (c) Secretary: It shall be the duty of the Secretary to record and maintain the minutes of all meetings; maintain a copy of the Bylaws with all amendments thereto and all effective Resolutions of the Board of Directors in a location accessible to all members; handle all official correspondence; and to perform other duties as set out in the Resolutions of the Corporation. The Secretary will serve as the Chairperson of and appoint committee members to the Bylaws Committee.
- (d) Treasurer: It shall be the duty of the Treasurer to receive all funds and make all disbursements under the direction of the Board of Directors; keep all financial records; make such financial reports as are required by the Board of Directors; be responsible for closing the books for the fiscal year with the assistance of the newly-elected Treasurer when such is elected; and perform other duties as set out in the Resolutions of the Corporation.
- (e) Directors: The Board of Directors shall clearly define the duties of the Directors, and additional duties of the Executive Officers, in the Resolutions of the Corporation.

2. Formation and Duties of Standing Committees:

- (a) Finance Committee: Shall be appointed annually by the President with the consent of the Board of Directors and shall consist of at least three (3) members of the Corporation or, in the alternative, a Certified Public Accountant. The Committee shall examine the Corporation's financial records as specified in Article VII.G. In addition, the Committee shall

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 Committee shall review the investments of the Corporation and shall recommend to the Board all future investments to insure that maximum return, safety and soundness is maintained.

- (b) Nominations Committee: Shall be appointed by the President by September 1, and be responsible for carrying out detailed duties specified in Article VI.A.
- (c) Election Committee: Shall be appointed by the President, consist of a Chairperson and three (3) members, and be responsible for conducting the election of officers at the Annual Membership Meeting as described in Article VI.B. The Chairperson and the members of the Committee shall be members in good standing. Neither the Chairperson nor any member of the committee shall be a member of the Board of Directors, the Nominations Committee, nor a candidate for office in the Corporation.
- (d) Long Range Planning Committee: The Vice-President shall appoint and chair a group consisting of two (2) past Presidents of the organization, the current President, and two (2) former Board members for the purpose of long-range planning. With input from the membership, the task force will present a Five-Year Plan for the organization and oversee its implementation. Each year the Task Force will convene to evaluate and identify what remains to be accomplished and determine the means to extend the Plan into the future.
- (e) Bylaws and Resolutions Committee. The Secretary shall appoint and chair a group consisting of at least two (2) other members of the Corporation to review the Bylaws and Resolutions of the Corporation at least once each fiscal year. The committee will submit the results of each review to the Board of Directors, along with any recommendations for changes or amendments to the Bylaws or Resolutions.

C. Board of Directors Meetings

1. Meetings

- (a) Regular Meetings: A Regular Meeting of the Board of Directors shall 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 of Directors shall be held on a regularly scheduled basis as determined by the members of the Board.

- (b) Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of, the President or three or more Directors. The person or persons authorized to call a special meeting of the Board may fix any place for holding such special meetings.
- (c) E-mail Vote. When a situation requiring a Board vote arises between regularly scheduled Board meetings, the Board may vote by e-mail under the following conditions:
 - (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) Every Board Member must reply to the Secretary acknowledging receipt of the issue.
 - (4) Every Board Member must register a vote.
 - (5) A written record of the vote cast by each board member and/or member of the executive committee shall be included in the minutes of the next meeting 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-C.1.c.(1) - (5) apply to votes required of the Executive Committee.
- 2. Notice: Notice of any special meeting of the Board of Directors shall be given at least three (3) days previous thereto by written notice delivered personally, by mail or email to each Director at his address as shown by the records of the Corporation. Receipt of the meeting notice must be confirmed by each director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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.
- 3. Quorum: A 70% majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. (Fractional

numbers follow standard rounding rules). If less than a 70% majority is present at said meeting, a majority of the Directors present may adjourn the meeting.

4. Substitution: A 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 does not have voting privileges.

D. Vacancies

1. Order of Succession to the President

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.

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 2/3 majority vote of a quorum of Board members present at a meeting designated for such a vote.

2. Other Vacancies

Any vacancy occurring on the Board of Directors shall be filled by appointment by the President subject to the approval of the Board of Directors. The President shall announce the vacancy to the Board of Directors by phone, by mail or by e-mail and allow one (1) week for members of the Board of Directors to provide input for the name of the appointee. A member so appointed to fill a vacancy on the Board shall hold office until the next annual March meeting of the membership of the Corporation following the appointment and until a successor shall have been elected by the membership.

ARTICLE VI

NOMINATIONS AND ELECTIONS

A. Nominations:

1. A notice inviting nominations shall be given by the Board of Directors to the members of the Corporation no later than November 30th each year.

2. The Nominations Committee shall be directed by the Board to present two qualified candidates for each office to be filled and further be directed to report to the Board all instances when this cannot be done. Said list of nominations shall be presented to the membership no later than the 31st day of January in each year.
3. Any member of the Corporation may, no later than the 15th day of February in each year, submit in writing to the Chairperson of the Nominations Committee or to the President, the name or names of other members proposed for nomination as a Board Member. Additional nominations shall not be accepted unless endorsed in writing by four (4) additional members of the Corporation and be accompanied by a resume of the candidate's qualifications for the position. The name of each such nominee who has indicated in writing the intention to accept the nomination shall be submitted in writing to the membership no later than two weeks prior to the election. There shall be no other nominations accepted at the annual meeting of the Corporation.
4. In the event that the Nominations Committee report is delayed beyond 31 January, said report shall include stipulation extending the deadline for nominations from the membership by one day for each day of delay in issuing of the said report.

B. Election

1. Election of members to the Board of Directors shall be held at the Annual Meeting and under the direction of an appointed Election Chairperson. 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 Chairperson.
2. Members possessing voting privileges as defined by Article III-C may vote in the election of Board of Directors, provided application for membership was submitted not later than January 1st of the year of the election.
3. The Election Committee Chairperson shall read the resumes provided by each candidate or by the Nominations Committee, unless the reading thereof is waived by a majority vote in favor of such a motion from the floor. Each resume shall be limited to one page. No other discussion of candidates or issues shall be permitted at the election.
4. Election shall 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.

ARTICLE VII

FINANCES

- A. **Contracts:** The Board of Directors 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 shall be valid or binding on the Corporation, nor approved by the Board of Directors, unless the same shall first be approved by the members of the Corporation by a two-thirds (2/3) vote of the members present and entitled to vote. Such vote shall be taken at a Special or Annual 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, after the same shall have first been authorized by the Board of Directors, shall be issued and signed by no fewer than two (2) of the four (4) Executive Officers: President, Vice-President, Secretary, or Treasurer.
- C. **Limits of Indebtedness**
1. The Board of Directors shall 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 shall first be 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 Annual meeting of this membership called for that purpose. The decision of the membership shall be binding.
 2. In the event of an emergency that would damage or jeopardize the property of the Corporation, the Board of Directors 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 shall be deposited to credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.
- E. **Gifts:** The Board of Directors 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 of Directors shall provide appropriate bonding and insurance for property of, or protection of, the Corporation.
- G. **Financial Records:** The financial records of the Corporation shall be maintained consistent with commonly accepted and practiced accounting standards, and shall be reviewed following the end of each fiscal year by a Finance Committee. At least every third year, the financial records shall be evaluated by a Certified Public Accountant.

- H. Financial Reports: A financial report shall be presented at the first general membership meeting within forty-five (45) days after the end of the fiscal year. Such a report shall 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.

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 VIII-A. and VIII- B are both met:

- A. Any proposed alterations, amendments, repeal or adoption of new Bylaws shall be submitted in one of the following ways:
1. The Board of Directors may via majority vote propose to the membership minor changes in spelling, lexicon, grammar or syntax, or corrections to factual errors, 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 of Directors for review and approval to submit to the membership of the Corporation under the conditions of VIII-B.
 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, shall submit a written proposal with recommendations to the membership of the Corporation under the conditions of VIII-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 VIII-B.
 5. A member of the Corporation present at a meeting of the membership may propose for immediate vote changes to spelling, lexicon, grammar or syntax, or corrections of factual errors.
- B. For changes submitted under Article VIII-A.2., VIII-A-3. or VIII-A-4., the text of the said proposed alterations, amendment, repeal, or adoption of new Bylaws shall 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-A. Changes submitted under Article VIII-A.1. and Article VIII-A.5 are exempt from the 30-day pre-notification.

ARTICLE IX

DISPOSITION OF ASSETS ON DISSOLUTION OF THE ORGANIZATION

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

Revised:

2/11/80	8/20/01	1/27/09
2/21/84	1/28/03	
5/29/90	1/23/07	
5/21/96	1/29/08	
9/23/97	4/08/08	