



THE COLONIAL PLAYERS, INC.

108 EAST STREET
ANNAPOLIS, MD 21401

General Membership Meeting

Tuesday, September 25, 2018

Board Members Present: Steve Tobin (Vice President), Kaelynn Bedsworth (Treasurer), Beth Terranova (Artistic), Joe Thompson (Education), Fran Marchand (HR), Sarah Wade (Marketing), Wes Bedsworth (Operations), Tim Brown (Production), Rosalie Daelemans (Secretary)

Absent: Shirley Panek (President)

18 Additional members were present (Mark Allen, Richard Atha-Nicholls, Aubrey Baden, Danny Brooks, Lynda Cunningham, Lois Evans, Dianne Hood, Eric Lund, Mickey Lund, Edd Miller, Ernie Morton, Gwen Morton, Jim Reiter, Connie Robinson, Tom Stuckey, Judi Wobensmith, Carol Youmans, Sharie Valerio)

1. **Meeting Commencement: The meeting was brought to order at 7:35 pm by Steve Tobin.**

2. **Approval of previous meeting minutes (May 1, 2018)**

a. **A motion was made to waive the reading of the previous minutes. The motion was seconded. The motion carried unanimously.**

b. **A motion was made to approve the minutes as presented. The motion was seconded. The motion carried unanimously.**

3. **Approval of agenda**

a. **A motion was made to approve the agenda. The motion was seconded.**

The motion carried unanimously.

4. **Officers' & Directors' Reports**

a. **President - Shirley Panek**

(1) Refer to written report within the General Membership packet.

b. **Vice President - Steve Tobin**

(1) Refer to written report within the General Membership packet.

(2) Steve Tobin thanked the members of the Memorial Plaque Committee for for all their hard work.

(3) It was mentioned that some folks had asked why there was no candle lighting at the Season Celebration this year. It was just missed, but we will be more aware of it next time.

c. **Treasurer - Kaelynn Bedsworth**

(1) Refer to written report within the General Membership packet.

Board of Directors

President: Shirley Panek

Vice President: Steve Tobin

Secretary: Rosalie Daelemans

Treasurer: Kaelynn Bedsworth

Artistic: Beth Terranova

Education: Joe Thompson

Human Resources: Fran Marchand

Marketing: Sarah Wade

Operations: Wes Bedsworth

Production: Tim Brown

The Colonial Players, Inc. is a 501 (c)(3), non-profit organization and donations are tax-deductible to the fullest extent of the law. For your records, our tax ID number is 23-7074203.

(2) Kaelynn added that we are in good shape. The biggest thing to report is that Anne Arundel approved an exemption from the theater's Property Tax, so the money can be put back into other programs. We will still pay property tax on our Annex properties.

d. Artistic - Beth Terranova

(1) Refer to written report within the General Membership packet.

(2) Beth added that because of our lighting project, we couldn't do our typical summer programs. However, we did do three weekends of 1-week shows. These special Projects worked out well and were well-received.

(3) The Play Selection Committee is working on putting together the Season 71 slate.

(4) An ad hoc committee is reviewing the Promising Playwright Competition process.

(5) There has been an inquiry regarding a workshop for *A New Brain*. Alicia Sweeney has been coordinating with Artists and Beyond Management (representing Broadway actress Mary Testa).

e. Education - Joe Thompson

(1) Refer to written report within the General Membership packet.

(2) Joe added that he would like to open workshops up, not just to CP members, but to students of local schools as well.

(3) Mark Hildebrand is heavily involved in videoing and digitizing things to be archived.

f. Human Resources - Fran Marchand

(1) Refer to written report within the General Membership packet.

(2) Thanks was expressed to Fran for the success of the *Rumors* opening night cast party and for the the Season Celebration.

g. Marketing

(1) Refer to written report within the General Membership packet.

(2) Sarah added that visibility online is up! 65% of those seeing us on the CP website are new. Part of this is due to the cast and crew posting things on Facebook.

(3) We've had two new reviewers: *Backstage Baltimore* and *Life on the Hill*

(4) It was suggested that it would be great if we could do things to increase our physical presence in the community. For example, we could sign up to have a free table at "1st Sunday".

h. Operations - Wes Bedsworth

(1) Refer to written report within the General Membership packet.

(2) Wes added that the new lighting dimmers are now in.

(3) It was mentioned that the ice machine is broken, but repairs are in process.

i. Production - Tim Brown

(1) Refer to written report within the General Membership packet.

(2) A question arose as to any efforts in trying to get temporary parking passes (this was also discussed in Open Forum).

(3) A discussion ensued regarding the possibility of carpooling services from the garage to the theatre. We've approached the city several times to no avail. We've tried other things, like the eCruiser, that also didn't work.

5. New Business

a. ByLaws Changes - Beth Terranova

The ByLaws committee is required to meet two times a year to review the wording in the ByLaws, present changes to the Board, and then present the final changes to the General Membership for approval. Each change will be voted on separately.

(1) GENERAL. Update document to standardize spelling of "e-mail" (with hyphen) throughout. **A motion**

was made to accept the change. The motion was seconded. The motion carried unanimously.

(2) ARTICLE IV: MEMBERSHIP MEETINGS

A. Regular and Special

Add:

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.

Reason: To provide a rule for addressing unexpected cancellation of any membership meeting. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(3) B. Notice of Meetings

As Reads:

2. Notice of special meetings must be given to the members no later than thirty-five (35) days from receipt by the President or Secretary of the request.

Change to:

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.

Reason: Reword for clarification. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(4) E. Reports to the Members

As Reads:

2. Two (2) weeks prior to the first General Membership meeting of each Membership year, the Board must report its actions regarding its annual review of the Resolutions and provide published copies to the Membership. A current copy of the Resolutions published on the Colonial Players website fulfills this requirement.

Change To:

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 the 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.

Reason: To keep notification timelines consistent. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(5) ARTICLE V: ADMINISTRATION – OFFICERS – DUTIES

A. Administration:

3. The Board consists of the Executive Officers of the Corporation and six additional members of the Corporation ...

As reads (as of September 29, 2015)

(d) six (6) Directors, as set forth below, who are elected for two (2) year terms with a limitation of two (2) consecutive terms in a given directorship, except as described in Article V-A.3.(e)...

(e) 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.

NOTE: due to Bylaw changes subsequent to September 29, 2015, paragraph numbering has changed in Article V; the information originally in V.A.3. (d) and (e) is now in V.A.3. The wording below would have originally been added to V.A.3. (e). Under the current paragraph structure, becomes the entire Paragraph V.A.3. (e).

Change To (e) the Operations Director, elected in even numbered years for two (2) year terms. Due to the requirements of this position and to allow this director to successfully maintain government, community, and vendor relationships unique to facility management:

(1) there are no specific consecutive term limits imposed on this Director position.

(2) occupants of this position are required to fulfill the director substitution option described in Article V, Section C.3. (a) by nominating an assistant by the first full Board meeting following election.

Reason: It was brought to the attention of the Board that the results of the September 29, 2015 vote on the original motion to change the Operations Director position did not meet the criteria to pass the change. Rather than bring the failed motion up for another vote, the Board supports this wording – suggested during the discussion of the original motion – as an alternative solution to maintaining stability of the Operations Director position.

NOTE: Wording in Article V.3. reverts to:

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 ...

A discussion ensued. A motion was made to accept the change. The motion was seconded. A vote was taken. 21 voted for. 1 opposed. 3 abstained. 2 votes were unaccounted for. It was calculated that 21/22 = 95.4% Therefore, the motion carried.

(6) Insert after 3 [new 4]

4. Seated Board. The Seated Board will consist of all filled Board Positions.

Reason: Clarification. To simplify any references to a situation when not all Board positions have been filled. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(7) Renumber subsequent paragraphs accordingly. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(8) C. Board of Directors Meetings

As Reads: 1. Quorum: A 70% majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board. 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.

Change to: 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 Directors present may adjourn the meeting.

Reason: add “the seated Board” to clarify the quorum applies even if all Board positions are not filled. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(9) 2. Meetings

(c) e-mail vote

As Reads: (3) A quorum is constituted by 70% of the Board members acknowledging receipt of the issue by sending an e-mail reply to the Executive Officer administering the vote.

Change to: (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.

Reason: added “seated” to clarify the quorum applies even if all Board positions are not filled. C. Board of Directors Meetings. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(10) **As Reads:** (5) A written record of the vote cast by each Board member and/or member of the executive committee will be included in the minutes of the next regular meeting of the Board held following such vote.

Change to: (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.

Reason: to match definition in Bylaws. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(11) **As Reads:** (7) The same conditions and procedures described in Article V, Sections C.1.(c)(1) - (5) apply to votes required of the Executive Committee.

Change to: (7) The same conditions and procedures described in Article V, Sections C.1.(c)(1) - (6) apply to votes required of the Executive Officers.

Reason: to match definition in Bylaws; to include all conditions of e-mail vote. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(12) Article VI: NOMINATIONS AND ELECTIONS

A. Nominations

As Reads: 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 endorsed in writing by four (4) additional members of the Corporation and must be accompanied by a statement of qualifications and intentions. The name of each nominee who has indicated in writing the intention to accept the nomination must be submitted in writing to the Membership no later than two weeks prior to the election.

Change To: 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 written statement from the nominee indicating acceptance of the nomination, and
- a statement of qualifications and intentions, and
- written endorsement by four (4) additional members of the Corporation.

Reason: Clarification of requirements for additional candidates. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

(13) ARTICLE VIII: AMENDMENT TO BYLAWS

As Reads: 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:

Add: [change colon after “met” to period] 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.

Reason: Clarification of vote calculation method. **A motion was made to accept the change. The motion was seconded. The motion carried unanimously.**

6. Open Forum

a. Judi Wobensmith asked why the General Membership Meeting Minutes are not on the website. It was stated that they are on the website, but they have to be approved before they can be posted.

b. Carol Youmans said that we have two contractors on retainer: the custodian and the graphic artist. She suggested that maybe the tech could be paid as well. A discussion ensued:

(1) Jim Reiter said that for some shows we have people who are very experienced, and for some shows we don't.

(2) Eric Lund pointed out that musicians, for example, have very specialized skills. We are asking people with limited knowledge and skill and time to learn.

(3) Judi Wobensmith asked if this person would have to be at every performance. One possibility is to have: 1) a Contracted Tech Director and 2) a Contracted Booth Operator for each show.

(4) Mickey Lund suggested that we could have a paid tech person there for a 3-week tech period and be on call for the show.

(5) Steve Tobin suggested that in some way, we could professionalize the tech position.

(6) Eric Lund pointed out that over 30 years ago, the system could be learned fairly easily. Now, the system is much more complicated.

(7) Tim Brown stated that it is worth talking about further, but not here. Therefore, he will make it a topic for the Board to discuss at the next meeting.

(8) Steve Tobin suggested that maybe we make an ad-hoc committee to take a look at the situation, but we will definitely talk about it at the Board meeting in October.

(9) Judi Wobensmith said that we need more publicity to help bring more people in to do all kinds of tech.

c. Steve Tobin read the House of Delegates resolution that was made on September 6, 2018, congratulating Colonial Players on their 70th Season. This resolution was also read out on the opening night of *Rumors*.

d. Mickey Lund asked if the Board can look at the communication system for development of play selection, suggesting that it may change with each Artistic Director. A discussion ensued on current practices.

e. Connie Robinson said that she had received a \$100 parking ticket while unloading items in front of the theatre and asked if there was any way to resolve it with the police.

7. Meeting Adjournment

a. **A motion was made to adjourn the meeting at 9:15 pm. The motion was seconded. The motion carried unanimously.**

Respectfully submitted,
Rosalie Daelemans, Secretary