



THE COLONIAL PLAYERS, INC.

108 EAST STREET
ANNAPOLIS, MD 21401

General Membership Meeting

Tuesday, March 19, 2019

Board Members Present: Shirley Panek (President), 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: None

Additional Members Present: 19

1. **Meeting Commencement:** The meeting was brought to order at 7:36 pm by Shirley Panek.
2. **Approval of Previous Meeting Minutes** (September 25, 2018)
 - a. **A motion was made to approve the minutes as amended. The motion was seconded.**
 - (1) **The motion carried unanimously.**
3. **Approval of Agenda**
 - a. **A motion was made to approve the agenda. The motion was seconded.**
 - (1) **The motion carried unanimously.**
4. **Officers' & Directors' Reports**
 - a. President - Shirley Panek
 - (1) Refer to written report within the General Membership packet.
 - (2) Shirley acknowledged the Nominations Committee on their efforts.
 - b. Vice President - Steve Tobin
 - (1) Refer to written report within the General Membership packet.
 - c. Treasurer - Kaelynn Bedsworth
 - (1) Refer to written report within the General Membership packet.
 - (2) A question arose regarding subscription numbers on the budget and other line items and investments.
 - (a) Kaelynn indicated that she will be looking into the investment portfolios from Benjamin F. Edwards in greater detail in the coming months to ensure they are following our risk tolerance policy as submitted.

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.

d. Artistic - Beth Terranova

- (1) Refer to written report within the General Membership packet.
- (2) Beth added that there have been some artistic issues (casting, etc) with *The Merry Wives of Windsor*, and *A New Brain*. They have been or are being resolved.
- (3) Auditions for *Towards Zero* are coming up in late March.
- (4) We obtained the rights for *The Children*, which required Studio Theater (who was performing the show in May 2019) to write a letter on our behalf requesting that we be granted the rights, and they graciously sent the letter we asked. Thank you to Studio Theater!
- (5) We are still interviewing directors for the upcoming season.
- (6) Regarding the WATCH awards, Colonial Players received 18 nominations and 2 wins: Darice Clewell for Outstanding Make-up Design in a Play and Doug Dawson for Outstanding Hair Design in a Play.

e. Education - Joe Thompson

- (1) Refer to written report within the General Membership packet..
- (2) Joe added that a multi-week scene study workshop had to be canceled when we were unable to secure enough participants to make it viable. The instructor, Kris Shock, is open to offering the class again in the future, if enough of our members express an interest.
- (3) Regarding the CP history initiative, we need more volunteers for the committee who are comfortable with technology and interested in helping us digitize our voluminous archives.

f. Human Resources - Fran Marchand

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

g. Marketing

- (1) Refer to written report within the General Membership packet.
- (2) Sarah added that website visibility has gone up! We've tried different things this year such as a photo booth in the lobby, and she plans to hide tickets around town in a mystery-type teaser for *Towards Zero*. People in shows also come up with ideas, which is great! Please talk to Sarah about any ideas so she can work on helping to execute these ideas.

h. Operations - Wes Bedsworth

- (1) Refer to written report within the General Membership packet.
- (2) Wes added that the Box Office staff, particularly Lynda Cunningham and Kaitlin Fish, have done an outstanding job.
- (3) Kudos to John Purnell for his work on lights in *The Babylon Line*

i. Production - Tim Brown

- (1) Refer to written report within the General Membership packet.
- (2) The Technical Consultant Team, created by Wes Bedsworth and Tim, now sets up a schedule for an "on-call" expert for every show in case something goes wrong. Regarding being "on call" in the Tech Booth, Tim emphasized that this means that you are available during a show, not just on the phone, but to be here at the theatre very quickly if the need arises. A log is being kept to record issues.
- (3) The Technical Consultant Team documents things that are done. Wes added that lots of background stuff is done that supports all shows. See more about this in the latest issue of the News and Cues.
- (4) For *Silent Sky*, we transitioned to four new projectors, and purchased a refurbished Mac Pro tower to replace the current Mac, to allow for greater capability with these projectors.
- (5) The work done by Connie Robinson on the Properties Handbook Manual is commendable.

5. New Business

a. Bylaw Changes - Beth Terranova

Proposed Bylaw Amendment:

Per Bylaw Article VIII.B., the following Bylaw amendment — a result of Board-directed review — is presented to the membership for consideration. The amendment will be discussed and voted upon at the General Membership meeting on March 19, 2019.

(Proposed) Article II.D.

The Colonial Players, Inc. is not a political advocacy organization.

1. Members of the Colonial Players Board of Directors, in their official capacities, cannot take a position for or against a candidate for political office, whether at the local, state, or federal level. Volunteers and contracted employees of The Colonial Players, Inc. may not engage in election campaigning or other election-related or political activities in a manner that could be perceived as having support from the corporation. The Colonial Players, Inc. as an organization does not support specific political candidates or political positions.

2. This ban does not preclude corporation volunteers or contracted employees from engaging in advocacy or lobbying on behalf of Colonial Players and its mission. As approved by the Board of Directors, CP volunteers or contract employees may write, meet with, call, and otherwise contact elected officials at the local, state, and federal levels to make the position(s) of Colonial Players known to elected officials.

3. Volunteers and contract employees are free to participate in political activities as private citizens and without reference to their affiliation with Colonial Players, but may not use any Colonial Players' resources - including telephone, mail, and meeting space - for political activities.

Reason: after receiving comments of concern from several members regarding activities Colonial Players supported or provided information on, the Board of Directors decided it was prudent to clearly identify the position of this organization regarding politics. The wording proposed is consistent with wording used by other non-profit and not-for-profit organizations, and addresses situations which might impact our 501(c)3 status.

b. Beth Terranova and Shirley Panek gave a brief explanation of why the proposed change came about.

c. A motion was made to approve the change.

d. A discussion ensued.

(1) Richard Atha-Nicholls raised some points regarding the wording of the amendment, and that perhaps it needs some simplification.

(2) Joanna Tobin said that maybe the Bylaws is not the place to put this. It seems more like a policy statement.

(3) One suggestion was to put it in the Resolutions. But the problem with that is that the Board could change it at any time.

(4) Beth explained the genesis of the amendment: email and FB responses to posts on the Colonial Players Group Facebook page which made it seem prudent to clarify Colonial Players' stance.

(5) Wes pointed out that people can't use Colonial Players to support anything political, as that action may put our 501(c)(3) status at risk.

(6) The wording of the Bylaws is templated in another 501(c)(3) document.

(7) Someone suggested that maybe we need legal counsel on this.

(8) It was recommended that this discussion go back to the Bylaws Committee for further review.

(9) **The motion did not carry.**

6. Election Results

a. A motion was made to waive the reading of the election statements. The motion was seconded.

(1) **The motion carried unanimously.**

b. Teller's Report: 28 votes were cast. 15 votes are necessary for election.

(1) Richard Atha-Nicholls, the elections chairperson, announced the election results as follows:

(a) Vice President - Steve Tobin (28 votes)

(b) Secretary - Janice Coffey (24 votes, 4 votes for No Suitable Candidate)

(c) Artistic Director - Beth Terranova (25 votes, 3 votes for No Suitable Candidate)

(d) Marketing Director - Sarah Wade (20 votes, 7 votes for No Suitable Candidate)

(e) Education/Special Projects Director - Alex Brady (24 votes, 4 votes for No Suitable Candidate)

7. 8. Open Forum

a. Regarding the WATCH awards ceremony, Charlotte Robinson expressed her thanks to the people who represented her and Connie at the ceremony and provided input for the "WATCH Party" she and Jim held with JoAnn and Mike Gidos. Also, Beth noted that the *Lucky Stiff* performance was outstanding!

b. Wes Bedsworth provided a demonstration of the capabilities and flexibility of the new LED lighting system.

8. Meeting Adjournment

a. A motion was made to adjourn the meeting at 9:11 pm. The motion was seconded.

(1) **The motion carried unanimously.**

Respectfully submitted,

Rosalie Daelemans, Secretary