

# Exit Seven Players, LTD.

**Established 1984**

## **By-Laws**

First Adopted on June 22<sup>nd</sup>, 1986

### *Amendments:*

June 27, 1993

February 12, 1998

June 25, 2006

June 2, 2010

July 29, 2012

February 28, 2012

June 29, 2014

June 26, 2016

December 3, 2016

June 25, 2017

June 24, 2018

June 23, 2019

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## **ARTICLE I            NAME**

The name of this organization shall be EXIT SEVEN PLAYERS LTD., also known as Exit Seven Players or Exit 7 Players.

## **ARTICLE II            MISSION STATEMENT**

As a non-profit community theater organization that was founded in Ludlow in 1984, The Exit 7 Players remain committed to providing quality musical and dramatic performances to the public and to offering the opportunity to members of the local area who would like to become involved in the theatrical process.

## **ARTICLE III            MEMBERSHIP OF THE BOARD OF DIRECTORS**

- Section A            Adult membership shall be open to any adult eighteen (18) years or older who is willing to subscribe to the mission statement and abide by the rules of this organization. This membership shall be for one year.
- Section B            Junior Membership shall be open to any individual or individuals, with a maximum of two (2) Junior Board Members, under the age of eighteen (18) who is/are willing to subscribe to the mission statement and abide by the rules of this organization. This membership shall be for one year and will entitle said individual(s) to enjoy all the privileges of membership except holding office and voting.
- Section C            No person shall act as a representative of Exit 7 Players without the sanction of the Board of Directors unless it is within the scope of their job responsibilities.
- Section D            The Emeritus board member(s) shall be an appointed position open on the Board of Directors up to any two adult(s) eighteen (18) years or older who is(are) willing to subscribe to the mission statement and abide by the rules of this organization. This (these) membership(s) shall be for the lifetime of said board member(s) or at the desire for removal by the Board of Directors or the individual(s) and will entitle said individual(s) to enjoy all the privileges of membership except holding office and voting. Said individual(s) should be a long-standing member(s) of the board who have significantly contributed to the Exit 7 Organization in years past but are not required to attend all meeting of the Board of Directors.

## ARTICLE IV

## DUES

- Section A Membership dues shall be \$5.00 for an individual membership, \$10.00 for a dual membership, and \$15.00 for immediate family membership. Dual and family memberships must list each member on the membership card.
- Section B Membership shall be from the date of joining; dues are not refundable. On-stage participants must become members of Exit 7 Players. All others involved in the production are encouraged to join Exit 7 Players.
- Section C Members whose dues are paid in full are considered active members.
- Section D A member becomes delinquent and loses membership privileges if dues were not paid within thirty (30) days after their due date.
- Section E A membership is good for one (1) year from the date of joining.
- Section F The Membership Chairperson shall keep all members' information in a database, accessible to all Board of Directors and producers. This information should include Name(s) on the membership, a contact phone number, and a valid email address. For participants that require a CORI (background check), the date of last submission shall also be documented. Any membership dues collected shall be turned into the Treasurer.
- Section G Upon expiration of membership, once a month, the Membership Chairperson will email the member and ask if they would like to renew membership at that time.

## **ARTICLE V**

## **OFFICERS**

### **Section A**

#### **PRESIDENT**

1. Shall be Chairperson of the Board of Directors.
2. Shall preside at all meetings of the organization.
3. Shall approve all checks drawn by the Treasurer.
4. Shall appoint all chairpersons and committee members as designated by the By Laws and Standing Rules and such others as needed.
5. May serve as a member ex-officio at meetings of all committees except the Nominating Committee.

### **Section B**

#### **VICE PRESIDENT**

1. Shall serve as Play Reading Committee Chairperson.
2. Shall preside at all meetings in the absence of the President.
3. Shall notify applicants of the Scholarship Committee's decision after the Annual Meeting and will ensure monies are distributed to the scholarship recipients.

### **Section C**

#### **SECRETARY**

1. Shall keep minutes of all meetings.
2. Shall conduct all correspondence as directed by the Board of Directors and the President.
3. Shall maintain a file of all correspondence and records of Exit Seven Players.
4. Shall notify Board members of Board meetings one week in advance of such meetings.
5. Shall be responsible for posting meeting dates on the website.
6. Shall record attendance at Board meetings.
7. Shall notify the Board of the third absence of a Board member from Board meetings.
8. Shall keep a permanent record of all additions and/or changes to the By Laws and Standing Rules.

### **Section D**

#### **TREASURER**

1. Shall maintain all financial records and funds of Exit Seven Players in accordance with generally accepted accounting procedures.
2. Shall issue and sign all checks approved by the President.
3. Shall give a financial report at all Board and Membership meetings.
4. Shall make financial records and audits available to the general membership.
5. Shall prepare all financial records for an annual audit at the end of the fiscal year.
6. Shall accept all monies and issue receipts when warranted.
7. Shall honor only those bills which are duly authorized.
8. Shall prepare all financial and tax records unless an audit is required.
9. Shall maintain debit/credit pin numbers and passwords, concurrent with financial records.

## ARTICLE VI

## BOARD OF DIRECTORS/COMMITTEE CHAIRS

- Section A The Board of Directors, hereinafter referred to as the Board, shall consist of a minimum of 9 members and a maximum of 15 members including the President, Vice President, Secretary, and Treasurer. The Board shall also include up to 2 non-voting representative(s) of the Junior Membership and up to two (2) Emeritus Board Member(s) if available.
- A quorum will consist of two officers and  $\frac{1}{2}$  plus 1 of the at-large Board members.
- Section B Management of the organization shall be vested in the Board.
- Section C The Board must uphold any motion approved by the general active membership.
- Section D In the event a Board member has four (4) absences from regularly scheduled Board meetings (excepting extenuating circumstances or emergency) such member may be removed from the Board by a two-thirds majority of the votes, cast by the Board after previous notification and the Board may then nominate and elect by plurality vote a replacement.
- Reported absences: notification to the President or Secretary only, prior to the meeting.
  - Upon a Board member's fourth absence, the President (or Secretary) shall notify said member in writing and inform said member that their board membership may be voted for dismissal at the next available meeting.
  - Board members may not be dismissed via e-vote.
- Section E The Board members who are not elected to an office specified in the By Laws may be assigned chairpersonships or permanent or ad-hoc committees as the Board thinks fitting for the conduct of its responsibilities and business.
- Section F The Scholarship Committee shall receive all applications and together with the committee, report their recommendations to the Board at the Annual (or designated) Meeting.
- Section G The Grant Writing Chairperson shall actively seek grants from various sources for both improvements to the facility and assistance in funding productions.
- Section H The Membership Chairperson will receive dues and keep records of new members.

## ARTICLE VII

## BACKGROUND CHECKS

- Section A All officers, Board members, and anyone, 18 years or older, who may have direct and unmonitored contact with members of the cast and crew, must have a background check every year. Individuals will provide their full legal name, and any information needed on the CORI form. Cast and crew members must complete their background check before participating in rehearsals. Failure to comply will result in removal from the production.
- Section B Unless otherwise provided by law, a criminal record will not automatically disqualify an applicant. Rather, determinations of suitability based on the background check will be made consistent with this policy, any applicable law or regulations, and the best interest of Exit 7 Players cast and crew.
- Section C If Exit 7 Players is inclined to make an adverse decision based on the results of the background check, the applicant will be contacted as soon as possible.
- Section D Unless other provided by law, factors considered in determining suitability may include, but are not limited to the following:
- Relevance of the crime to the position sought
  - The nature of the work to be performed
  - Time since conviction
  - Age of the candidate at the time of the offense
  - Seriousness and specific circumstances of the offense
  - The number of offenses
  - Whether the applicant has pending charges
  - Any relevant evidence of rehabilitation or lack thereof
  - Any other relevant information, including information submitted by the candidate or requested by Exit 7 Players
- Section E Use of the information provided can only be used for Exit 7 Players participation purposes, in accordance with applicable law.
- Section F Background checks of tech crew members and orchestra members will be completed at the request of the Board or producer of the production, particularly the youth production.

## **ARTICLE VIII**

## **NOMINATING COMMITTEE**

- Section A            The President shall appoint a Nominating Committee of at least 2 Board members to nominate candidates for elective offices and the Board, one of which should be designated as the chairperson.
- Section B            The members of the Nominating Committee shall be announced at the April Board Meeting of each year.
- Section C            Consent must be obtained from candidates in writing at least 14 days prior to the Annual Meeting. The Secretary will notify the general membership of this deadline 21 days prior to the Annual Meeting. The number of nominations received 14 days before the Annual Meeting will determine the size of the Board to be elected, not exceeding a maximum of 15.
- Section D            Members of the Nominating Committee are not barred from nomination for office.
- Section E            The President may not serve on the Nominating Committee.

## ARTICLE IX

## ELECTIONS

- Section A The active membership shall be informed of the nomination deadline 21 days prior to the Annual Meeting and shall be informed of all nominations fourteen (14) days prior to the Annual Meeting.
- Only active members may nominate or be nominated.
  - Consent must be obtained in writing from all nominees by the deadline prior to nominations.
- Section B Additional nominations may be made from the floor and elections shall be held at the Annual Meeting.
- Section C Only active members are eligible to vote.
- An active member is any member that is paid in full prior to the Annual Meeting or an active member may also be a lapsed membership renewed on the day of the Annual Meeting.
- Section D All officers and members of the Board shall be elected for a term of one year or until their replacements or successors are elected.
1. The active membership shall elect the President, Vice President, Secretary, and Treasurer.
  2. The remaining members of the Board shall be elected by the membership.
  3. There shall be two (2) ballots: first for the election of officers and second for the election of the Board members. Nominees not elected to office shall be placed on the ballot for the Board.
  4. The total number of Board members shall not exceed the total number nominated 14 days before the annual meeting. (as per Article VI, Section A) Minimum of 9 and maximum of 15.
- Section E The Nominating Committee chairperson shall serve as chairperson of the Election Committee. The President shall appoint two members in addition as tellers. Proxy votes and absentee ballots shall not be recognized. The Election Committee shall be responsible for distribution and counting of the ballots. Results of balloting must be given directly to the Chair who will announce the election results.
- Section F A plurality of all members present and voting shall be sufficient to elect officers and Board members.

## ARTICLE X

## MEETINGS

### Section A

The Annual Meeting shall be held on or about the fourth Sunday of June in the auditorium of the Exit 7 Theater at 37 Chestnut Street, Ludlow, Massachusetts, or as notified.

1. The Annual Meeting shall be held at 1:00 PM or as notified.
2. All members shall receive at least fourteen (14) days in advance of the date, time, and location of the Annual Meeting and the nominations made.

### Section B

Board meetings shall be scheduled monthly as ordered by the Board.

1. All Board meetings shall be open to the general membership unless restricted by the President, or if the meeting goes into Executive Session.
2. A quorum will consist of two officers and ½ plus 1 of the at-large Board members. A quorum is necessary for any voting.
3. If a financial gain will be attained by a voting Board member or their immediate family, the Board member must abstain from voting.

### Section C

Special Meetings of the Board or General Membership may be called by the President, or by written application of three members of the Board. Notice of such special meeting shall be given at least seven (7) days prior to such meeting.

### Section D

Electronic Voting: during the period between monthly meeting if a matter of timely importance must be decided, the President or Vice President may call for an electronic vote via email (e-vote) of the Board. The e-vote request should clearly describe the matter for consideration and note the reason it needs an immediate vote. The vote requires a quorum of the Board as it does for a regular meeting. This vote shall not be used in the determination of the following:

- Season/show selections
- Selection/hiring of stipend positions such as Director, Music Director, Choreographer, etc.
- Budget amendments
- Annual Meeting Ballots
- Major financial decisions
- Removal of Board members

## **ARTICLE XI**

## **PRODUCTION GOVERNANCE**

- Section A A cast member must become an active member of Exit 7 Players within two weeks after the first rehearsal.
- Section B A Director cannot cast themselves in a leading role.
- Section C All casting shall be open and free from pre-casted roles.
- Section D All budgets and set plans for any production must receive prior approval from the Board. The Producer must include in their monthly report to the Board the status of the finances. Any increases to said budget should be approved by the Board, prior to spending.
- Section E Any production for charitable purposes must be approved in advance by the Board.

## **ARTICLE XII**

## **REMOVAL AND REPLACEMENT**

Removal and replacement of Officers or Board members shall be done at a special or Annual Meeting and shall be by a two-thirds vote of all members present and voting. Notification of said member shall be made by the President or Secretary.

## **ARTICLE XIII**

## **ANNUAL AUDIT**

The Board of Directors may arrange for an annual audit of the organization's financial accounts by a certified public accountant or other qualified person at the end of the fiscal year. The fiscal year of Exit 7 Players shall be from June 1<sup>st</sup> through May 31<sup>st</sup>.

## **ARTICLE XIV**

## **PARLIAMENTARY AUTHORITY**

All matters of procedure shall be according to Roberts Rules of Order, revised as interpreted and ruled upon the President.

## **ARTICLE XV**

## **AMENDMENTS**

- Section A Amendments to these Bylaws may be made by the active membership by a two-thirds majority of the votes cast at the Annual Meeting or at a meeting duly called for that purpose.
- Section B Proposed amendments must be presented in writing to the Board at a meeting prior to the meeting at which the vote will be taken.
- Section C Notification of pending amendments must be presented to the active membership at least 14 days prior to the vote.

## ARTICLE XV

## STANDING RULES

The active membership may adopt Standing Rules to govern the operation of the organization, provided they are not contrary to the Bylaws, at any regular Board meeting by a majority of the votes cast. These rules will stand until amended or rescinded by the active membership at a regular meeting by a two thirds majority of the votes cast or, with 48 hours notice, a majority of the votes cast. Any Standing Rule may be suspended for a specific period of time by the Board by a majority vote without notice at a regular meeting.

### STANDING RULE POLICY

1. Anyone interested in serving on the Nominating Committee should notify the President prior to, or at the April Board meeting of each year.
2. All details of charitable shows must be presented the Board prior to vote.
3. No profits from Exit 7 Productions should be promised without prior approval from the Board.
4. Date of the next Board meeting will be decided at the scheduled meeting the month before.
5. Status as a level 2 or level 3 Sex Offender will disqualify an individual from participation with Exit 7 Players in any capacity.
6. If the producer determines that a member of the cast or crew should be removed or replaced, the President should be notified. If deemed necessary, a special meeting will be called as soon as possible.
7. The Sunshine Committee Chairperson can spend up to \$100.00 as needed for bereavement or other appropriate reasons.
8. The scholarship monies will be issued immediately after notifications of all applicants has been made by the Vice President.
9. Any Board member may attend any rehearsal at any time.
10. The producer of any show should be a current or former member of the Board.
11. Any Board member may verify the identity of the applicant on the background check form prior to submission.