

Exit Seven Players, LTD.

By-Laws

First Adopted on June 22nd 1986

Amended June 27, 1993

Amended February 12, 1998

Amended June 2006

Amended June 2, 2010

Amended July 29, 2012

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Amended June 24, 2018

Exit Seven Players, LTD.

By-Laws

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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 over 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 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 shall be an appointed position open on the Board of Directors to any adult eighteen (18) years or over who is 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 to enjoy all the privileges of membership except holding office and voting. Said individual should be a long-standing member of the board who has significantly contributed to the Exit 7 Organization in years past but is not required to attend all meetings 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 a family membership. (Living at the same address.).

Section B Membership shall be from 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 are not paid within thirty (30) days after due date.

ARTICLE V

OFFICERS

Section A President

1. Shall be Chairman 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 chairmen and committee members as designated by the ByLaws 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 Chairman
2. Shall preside at all meetings in the absence of the president.

Section C Clerk/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 web site.
6. Shall record attendance at Board meetings.
7. Shall notify the Board of the third unexcused absence from a Board meeting of a board member.
8. Shall keep a permanent record of all additions and/or changes to the bylaws and Standing Rules.

Section D Treasurer/Business Manager

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 number 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, clerk/secretary, and treasurer. The board shall also include one non-voting representative of the Junior Membership if available.
(Voted on 6/4/06)
- A quorum will consist of two officers and $\frac{1}{2}$ plus 1 of the at large members.
(Voted on 6/4/06)
- 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, clerk/secretary, and treasurer. The board shall also include up to 2 non-voting representative(s) of the Junior Membership and one (1) Emeritus Board Member if available.
- 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 (2/3) 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.
 - Must report absences to the president, secretary or person presiding at the meeting.
- Section E The Board members who are not elected to an office specified in the bylaws 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 Chairperson shall receive all applications and together with the committee, report their recommendations to the board.
- Section G Grant Writing Chairperson shall actively seek grants from various sources for both improvements to the facility and assistance in funding productions.
- Section H Member Chairperson will receive dues and keep records of new members.

ARTICLE VII BACKGROUND CHECK

- 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 full name and working email address. Cast and crew members must complete their background check within one week of accepting a role. 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 otherwise 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.

ARTICLE VII I 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 chair.

Section B The members of the Nominating Committee shall be announced at the April 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 by 14 days before the annual meeting will determine the size of the board to be elected.

Section D Members of the Nominating Committee are not barred from nomination for office.

ARTICLE IX ELECTIONS

Section A Nominating shall be made at the regular meeting prior to the annual Meeting by the Nominating Committee. The active membership shall be informed of all nominations at least fourteen (14) days prior to the Annual Meeting.

1. Only active members may nominate or be nominated.
2. Consent must be obtained in writing from all nominees 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.

1. 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, Clerk/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 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. (Min of 9 max 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. 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 advance notice of the date, time and location of the annual meeting and the nominations made.

Section B Board meetings shall be scheduled as ordered by the Board

1. All Board meetings shall be open to the general membership unless restricted by the president.
2. A quorum will consist of two officers and ½ plus 1 of the at-large 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 members must abstain from voting.

Section C Special Meetings

1. Special meetings of the board and special meetings of the general membership may be called by the president, or by written application of three members of the Board. Notice of such special meetings shall be given at least seven (7) days prior to such meetings.

Section D Electronic Voting

1. During the period between monthly meetings if a matter of timely importance must be decided, the President or Vice President may call for an electronic vote through email (e-vote) of the Board membership. The e-vote request should describe the matter for consideration, and note the reason it needs an immediate vote. The vote requires a quorum of member as for a regular meeting. This vote shall not be used in the determination of the following: season/show selections, selection/hiring of stipend positions (director, music director, choreographer, etc), budget amendments, annual meeting ballots, major financial purposes, or removal of board of members.

ARTICLE XI PRODUCTION GOVERNANCE

Section A A cast member must become an active member of Exit Seven Players within two weeks after the first rehearsal.

Section B A director cannot cast himself/herself in a leading role.

Section C All casting shall be open.

Section D All budgets and set plans for any production must receive prior approval from the Board of Directors. 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.

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 of members and shall be by a two-thirds vote of all members present and voting.

ARTICLE XIII I 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 1st through May 31st.

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 (2/3) 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 of Directors 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 By-Laws, 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 Rules may be suspended for a specific period of time by the Board of Directors by a majority vote without notice at a regular meeting.

STANDING RULES
POLICIES

1. Anyone interested in serving on the nominating committee should notify the president at the April meeting of each year.
2. All details of charitable shows must be presented to 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 the 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 is only valid for one academic year.
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 Exit 7 Board. (Motion passed on June 26, 2016.
11. Any board member may verify the identity of the applicant on the background check form