

Exit Seven Players, Ltd.

## **By-Laws**

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

Amended June 27, 1993

Amended February 12, 1998

Amended June 2006

Last Amended June 2, 2010 and July 29, 2010

Exit Seven Players, LTD.

By-Laws

June 27, 2010

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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

*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 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 to enjoy all the privileges of membership except holding office.

*Section C*

A member shall not act as a representative of Exit 7 Players without the sanction of the Board of Directors.

Article IV      DUES

*Section A*

Active membership dues shall be \$5.00 for an individual membership for one year or \$10.00 for a family membership for one year.

*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*

A member becomes delinquent and loses membership privileges if dues are not paid within thirty (30) days of 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 and on the Town Hall bulletin board.
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 from and issue receipts to authorized Chairmen only.
7. Shall honor only those bills which are duly authorized.

## 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 (voted on 6/4/06) 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.

### *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 three (3) unexcused absences from regularly scheduled Board meetings such member may be removed from the Board by a two-thirds ( $\frac{2}{3}$ ) majority of the votes cast by the Board after previous notification and the Board may then nominate and elect by plurality vote a replacement.

### *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.

### *Sections H*

Member Chairperson will receive dues and keep records of new members.

## Article VII NOMINATING COMMITTEE

### *Section A*

The Board shall select a Nominating Committee of five (5) active members to nominate candidates for elective offices and the Board. This committee shall be limited to no more than two Board members.

*Section B*

Consent must be obtained from candidates prior to nomination.

*Section C*

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

*Section D*

The members of the Nominating Committee shall be announced at the April meeting of each year.

Article VIII ELECTIONS

*Section A*

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

1. Only active members in good standing may nominate or be nominated.
2. Consent must be obtained from all nominees prior to nominations.

*Section B*

Additional nominations may be made and elections shall be held at the Annual Meeting.

*Section C*

Only active members in good standing are eligible to vote.

*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 general 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 Board members. Nominees not elected to office shall be placed on the ballot for the Board

*Section E*

The Nominating Committee chairperson shall serve as chairperson of the election Committee. The president shall appoint two members in addition. Proxy votes and absentee ballots shall not be recognized. Election Committee shall be responsible for preparation of ballots, maintaining a list of eligible voters, distribution and counting of 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 IX MEETINGS

*Section A*

The Annual Meeting shall be held on 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. Special meetings of the board and special meetings of the members 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 C*

Board meetings shall be scheduled as ordered by the Board.

A quorum will consist of two officers and ½ plus 1 of the at large members.

1. As revised on June 4, 2006
2. All Board meetings shall be open to the general membership.
3. Special meetings of the Board and special meetings of the members 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.

Article X PRODUCTION GOVERNANCE

*Section A*

A cast member must become a paid-up member of Exit Seven Players within two weeks after being cast unless excused by the President.

*Section B*

A director cannot cast himself 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. All changes to said budgets and set plans must also be approved in advance by the Board. As revised and adopted February 12, 1998

ARTICLE XI            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 XII           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 XIII          PARLIAMENTARY AUTHORITY

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

ARTICLE XIV          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 a meeting or 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.

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 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 active membership by a majority vote without notice at a regular meeting.

As revised and adopted June 25, 1989

As revised and adopted June 27, 1993

As revised and adopted June 4, 2006