

# **Exit Seven Players, LTD.**

**Established 1984**

**37 Chestnut Street**

**PO Box 183**

**Ludlow MA 01056**

**413-583-4301**

**exit7players.org**

## **BYLAWS**

First Adopted on June 22, 1986

### ***Amendments:***

June 27, 1993

February 12, 1998

June 25, 2006

June 2, 2010

July 29, 2012

February 28, 2013

June 29, 2014

June 26, 2016

December 3, 2016

June 25, 2017

June 24, 2018

June 23, 2019

June 28, 2020

June 26, 2022

June 25, 2023

## **ARTICLE I            NAME**

The name of this organization shall be EXIT SEVEN PLAYERS LTD., also known as Exit Seven Players, Exit 7 Players, Exit 7, Exit 7 Theater, Exit Seven Theater, E7, and E7 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 offering an open, inclusive environment for local members to participate 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 valid for up to one (1) year from the time of joining.

### *Section B*

Junior Membership shall be open to any individual or individuals, with a maximum of three (3) 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. Junior members will be responsible for youth engagement and coordinate one (1) youth-centered event during the year, that will be supervised by two (2) adult Board members. The events being, but not limited to: movie nights, open mic nights, poetry slams, or master classes. This membership shall be valid for up to one (1) year from the time of joining and will entitle said individual(s) to enjoy all the privileges of adult 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.

### *Section D*

The Emeritus board member(s) shall be an appointed position open on the Board of Directors up to any two (2) adults 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 discretion of said member or Board of Directors. This/these individual(s) shall enjoy all the privileges of adult membership except holding office and voting. They should be a long-standing member(s) of the Board, who have significantly contributed to the Exit 7 Organization in years past. They are not required to attend all meetings of the Board of Directors, nor be required the same level of responsibilities.

## **ARTICLE IV            DUES**

### *Section A*

Membership dues shall be \$10.00 for an individual membership, \$15.00 for a dual membership, and \$25.00 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 and for one (1) year from the time of joining. Dues are not refundable. All onstage performers must become members of Exit 7 Players. All others involved in each production are encouraged to join, but not required, Exit 7 Players.

### *Section C*

Members whose dues are paid in full are considered active members. A lapsed membership is one that has exceeded the 365 day allowance from the date of joining without paid renewal.

### *Section D*

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, a valid email address, and the membership start date. Any membership dues collected shall be turned into the Treasurer. The database shall be made available to all Board of Directors members within the shared drive.

## ARTICLE V EXECUTIVE BOARD/OFFICERS

The Executive Board/Officers of Exit 7, shall consist of a President, Vice President, Secretary/Clerk, and Treasurer.

- Members of the Executive Board shall have all the rights of an Adult Board Member position in addition to the duties/responsibilities below. (With the exception to voting privileges of the President - see Section A).
- Junior Board Members are not eligible to hold an Executive Board position.
- Individuals applying to an Executive Board/Officer position must have at least one of the following:
  - a. Served as an Adult Board of Directors Member or on the Executive Board the year prior to the sought election year.
  - b. Has previously served on the Exit 7 Board of Directors in either an Executive Board office position or as an at-large Board Member and has recent knowledge of Exit 7 as an organization.
  - c. Held three (3) or more years of relevant experience similar to duties of the executive position sought (ie President of a Teacher's Union, CEO of a Corporation, Administrative Assistant to a Business Professional, Certified Public Accountant, Licensed Parliamentarian, etc.) and has recent knowledge of Exit 7 as an organization.

### *Section A PRESIDENT*

1. Shall be Chairperson of the Board of Directors.
2. Shall preside at all meetings of the organization.
3. Shall oversee financial operations of the Treasurer.
4. Shall appoint all chairpersons and committee members as designated by the Bylaws and Standing Rules as needed.
5. May serve as a member ex-officio at meetings of all committees except the Nominating Committee.
6. Does not vote, except to break a tie at monthly Board Meetings.
  - The President is allowed to vote at the Annual Meeting (or Special Meeting) for Board Member and Officer elections or replacements.
  - The President is allowed to vote for any Bylaw Amendments held at the Annual Meeting or Special Meeting.

### *Section B VICE PRESIDENT*

1. Shall serve as Play Reading Committee Chairperson and oversee the Season Selection process.
2. Shall preside at all meetings in the absence of the President.
  - When serving as the Interim President, this individual will have the same voting privileges as the President for the interim period of time.
3. Shall notify applicants of the Scholarship Committee's decision after the Annual Meeting (or designated meeting) and will ensure monies are distributed to the scholarship recipients.
4. Shall serve as the Season Selection Chairperson.

### *Section C SECRETARY/CLERK*

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 7 Players.
4. Shall notify Board members of Board meetings one (1) week in advance.
5. Shall ensure that Board meeting dates are posted on the website.
6. Shall record attendance at Board meetings.
7. Shall notify the Board of the third (3rd) absence of a Board member from Board meetings.
8. Shall keep a permanent record of all additions and/or changes to the Bylaws and Standing Rules.
9. Shall assign a designated Board member to take minutes and attendance for any meetings they are not in attendance.

*Section D        TREASURER*

1. Shall maintain all financial records and funds of Exit 7 Players in accordance with generally accepted accounting procedures.
2. Shall issue and sign all checks approved by the Board of Directors.
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 through the Board or within a production's budget.
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 nine (9) adult members and a maximum of fifteen (15) adult members, including the President, Vice President, Secretary, and Treasurer. The Board shall also include up to three (3) non-voting representative(s) of the Junior Membership and up to two (2) non-voting Emeritus Board Member(s) if available.

- A quorum will consist of two (2) officers and a majority 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 of a Board member having three (3) absences from regularly scheduled Board meetings (excepting extenuating circumstances or emergency), such member may be removed from the Board by a two-thirds ( $\frac{2}{3}$ ) majority of votes, cast by the Board after the previous notification. The Board may then nominate and elect a replacement by plurality vote.

- Reported absences: notification to the President (or Secretary) only, prior to the meeting.
- Upon a Board member' third (3rd) absence, the President (or Secretary) shall notify said member in writing and inform them that their Board membership may be revoked by plurality vote 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 Bylaws may be assigned chairpersonships or permanent/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 report their recommendations to the Board at the Annual (or designated) Meeting potential candidates.

### *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, eighteen (18) or older, who may have direct and unmonitored contact with members of the cast and crew, must have a background check completed 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.

\*A legal name constitutes one that is used on official government identification.

### *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. The CORI chairperson and selected committee member will make determination of eligibility. Details will not be shared with the full Board in the interest of privacy.

### *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.

### *Section F*

Background checks of anyone eighteen (18) or older who does not have direct or unmonitored contact with members of the cast and crew, will be completed at the request of the Board or producer of the production.

## **ARTICLE VIII            NOMINATING COMMITTEE**

### *Section A*

The President shall appoint a Nominating Committee of at least two (2) Board members to nominate candidates for elective offices and the Board. One (1) of said committee members 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 fourteen (14) days prior to the Annual Meeting. The Secretary will notify the general membership of this deadline twenty-one (21) days prior to the Annual Meeting. The Board shall not exceed a maximum of fifteen (15) adult members, three (3) junior members, and two (2) Emeritus members.

### *Section D*

Members of the Nominating Committee are not barred from nomination to 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 twenty-one (21) days prior to the Annual Meeting by the Secretary. The active membership will also be notified of all nominations fourteen (14) days prior to the Annual Meeting.

- Only active members may nominate others or be nominated themselves.
- 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 membership is any member that is paid in full prior to the Annual Meeting or a previous membership that has lapsed, renewed on the day of the Annual Meeting.
- Individuals that pay on the Annual Meeting for the first time (without lapsed membership) will not be considered active or permitted to vote for the elections.

### *Section D*

All officers and members of the Board shall be elected for a term of one (1) year or until their replacement/successor is elected.

1. The active membership shall elect the President, Vice President, Secretary, and Treasurer.
2. The remaining adult members of the Board shall be elected by the membership.
3. There shall be two (2) ballots: first for the election of the officers and second for the election of the Board members at-large. Nominees not elected to office shall be placed on the ballot for the Board at-large.
4. A minimum of nine (9) adult members and maximum of fifteen (15) adult members shall make up the Board.
5. The Junior Board members may be voted on the same ballot as the officers. The Junior Board member shall not exceed three (3) members under the age of eighteen (18).
6. The Emeritus Board members are lifetime memberships at the discretion of the Board. Should an opening be available, the Board may appoint Emeritus Members after all the previous elections have taken place. These special appointments will not take place each year.

### *Section E*

The Nominating Committee chairperson shall serve as chairperson of the Election Committee. The President shall appoint two (2) members in addition (if necessary) to tally votes. Proxy votes, Electronic Votes, and absentee ballots shall not be recognized. The Election Committee shall be responsible for distribution and counting of all ballots. Results of balloting must be given directly to the chairperson, who will announce the election results to everyone in attendance at the Annual Meeting.

### *Section F*

A plurality of all active 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 (4th) Sunday of June in the auditorium of Exit 7 Theater at 37 Chestnut Street, Ludlow, Massachusetts, or as notified.

1. The Annual Meeting shall be held at 1:00pm (13:00) 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*

Regular Board Meetings shall be scheduled monthly as ordered by the Board.

1. All Board meetings shall be open to the general active membership unless restricted by the President, or if the meeting goes into Executive Session.
2. The general membership shall be notified at least nine (9) days in advance of the scheduled monthly meeting.
3. A quorum will consist of two (2) officers and the majority of the at-large Board members. A quorum is necessary for any voting.
4. If a financial gain will be attained by a voting Board member or their immediate family, the Board member must abstain from voting.
5. Proxy/Absentee voting may be utilized in some instances by the Board of Directors. The proxy/absentee vote must be given in writing to the designated Chairperson of the meeting in advance of the scheduled meeting. Proxy/Absentee voting may be used for voting on any item, except the following:
  - Removal or Replacement of Board Members
  - Annual Election Ballots

### *Section C*

Special Meetings of the Board or General Membership may be called by the President, or by written application of three (3) members of the Board. Notice of said special meeting shall be given at least seven (7) days prior to such meeting.

### *Section D*

Electronic Voting (E-votes): 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 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 in-person voting. 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 of Productions of major expense
- Annual Meeting Ballots
- Major Financial Decisions and Expenses
- Removal/Replacement of Board Members

### *Section E*

Video Conference Meetings and Attendance: The Exit 7 Board may by majority vote decide to hold any meeting - monthly, emergency, or Annual, by "Zoom" or other video conference platform. Such meetings shall be considered the same as an in-person meeting for the purposes of conducting Exit 7 Business.

## **ARTICLE XI            PRODUCTION GOVERNANCE**

### *Section A*

A cast member must become an active member of the Exit 7 Players within two (2) weeks after the first rehearsal of a production. A member is considered “active” upon payment of membership (see Article IV).

### *Section B*

A Director cannot cast themselves in a leading role of a production. In an emergency situation, the director may appoint another individual or themselves in a role on stage, after approval from the producer(s) and/or Board of Directors.

### *Section C*

All casting shall be open and free from pre-casted roles. If pre-casting is confirmed, this shall be grounds for removal of the cast member(s) in question and the production team member(s) involved. This may also disqualify said individuals from future Exit 7 productions.

### *Section D*

All budgets and set plans for any production must receive prior approval from the Board before purchases are made. The Producer(s) 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. Unauthorized spending within the approved budget may be grounds for removal from the production team and/or Board.

### *Section E*

Any production for charitable purposes must be approved in advance by the Board.

## ARTICLE XII            REMOVAL AND REPLACEMENT OF BOARD MEMBERS

### *Section A: Removal*

Removal and replacement of Officers or Board members shall be done at a special or Annual Meeting and shall be by a two-thirds ( $\frac{2}{3}$ ) vote of all members present and voting. Notification of said removed member shall be made by the President or Secretary.

### *Section B: Replacement*

- Resigned or removed Board members may be replaced by the Board through nomination and majority vote for the remaining term length. Consent must be given by the nominated individual.
- A special meeting does not need to be held to elect a new Board member to replace the resigned or removed Board member.
- The elected replacement Board member may finish out the remaining term and may seek re-election at the next Annual meeting for a full-term length Board position.

### *Section C: Resignation*

Resignation of a Board Member shall be given in verbal form with at least two (2) witnesses present or in writing with a valid signature. Resignation shall be accepted by the Board and implemented upon the date of the receipt of the official notice.

- The Board of Directors has the authority to appoint a new Board Member in the vacated seat or leave the seat vacated for the remaining term length. A special meeting does not need to be held to elect a new Board Member to replace the resigned member.
- Resignation from the Board of Directors does not prevent the same individual from running for the Board or office in the future.

### *Section D: Executive Officer Vacancies*

In the event of a resignation or removal of an executive officer position, the following shall take place:

- Resignation/Removal of the President - the Vice President shall serve as Interim President for the remaining current term. The active membership shall be notified within two (2) business days of the appointment of the Interim President and the now vacated seat of the Vice President. A special election shall be held to fill the Vice President seat within thirty (30) calendar days.
- Resignation/Removal of the Vice President, Treasurer, or Secretary - the President shall notify the active membership within two (2) business days of the vacated seat. A special election shall be held to fill the vacated position within thirty (30) calendar days.
- In the event of the resignation of the Treasurer, the President shall ensure that all the financial avenues are secure and will assume financial responsibilities until the newly elected Treasurer is appointed. Financial responsibilities may include but are not limited to: Stipends, Bill Payments, Insurance Payments, Bank Statements, Deposits, Financial Reports, Audits, etc.

### **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 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 ( $\frac{2}{3}$ ) majority of the votes cast at the Annual Meeting or at a meeting duly called for that purpose with advanced notice.

#### *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. If proposed amendments will be voted on at the Annual Meeting, they must be presented at the May Board meeting.

#### *Section C*

Notification of pending amendments must be presented to the active membership at least fourteen (14) days prior to the vote in writing.

## ARTICLE XVI           STANDING RULES

The active membership may adopt Standing Rules, an Operations Manual, and Policies 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 (⅔) majority of the votes cast or, with forty eight (48) hours notice, a majority of the votes cast. Any Standing Rule may be 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. Active members and Board members, excluding the President may serve on the Nominating Committee.
2. All details of charitable shows must be presented to the Board prior to vote.
3. No profits from Exit 7 Players productions should be promised without prior approval from the Board.
4. Dates of the monthly Board meetings will be decided by the Board of Directors either on a month-to-month basis or at the beginning of the term with a set day of the month, to be reevaluated every quarter for efficiency/preference.
5. Status as a level 2 or 3 Sex Offender or violent crimes will disqualify an individual from participation with Exit 7 Players in any capacity. Exit 7 Board has the discretionary right to refuse participation to any person(s) with a record of crimes that would directly impact the safety of its productions or facilities.
6. If the producer(s) 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 one hundred (\$100) dollars as needed for bereavement or other appropriate reasons.
8. The Scholarship monies will be issued immediately after notifications of all applicants have been made by the Vice President (or designated Board member).
9. Any Board member may attend any rehearsal at any time.
10. The producer(s) of any show should be a current or former member of the Board. A Junior Board member may serve as a producer, so long as an adult producer is also on the production team.
11. Any Board member may verify the identity of the applicant of the background check form prior to submission and/or removal/refusal from participation.
12. To ensure the safety of all involved, rehearsals of productions are closed to individuals who are not in the cast, on the production team, on the crew, Board members, parent/guardians of cast/crew members, or approved by the Board and/or production team. Unapproved individuals should be asked to leave the building.
13. During Board or Committee meetings, one (1) person may speak at a time. The Chairperson will acknowledge each speaker and give them adequate time to speak. Individuals speaking out of turn, will be called to order by the Chairperson of the meeting. Continual interruptions may be grounds of removal from the meeting.
14. Rehearsals or events that involve official Exit 7 Players business or productions shall be conducted in Board approved rehearsal/building spaces. No rehearsals shall be held “one-on-one” or in private.
15. No cast members should be paying for Exit 7 rehearsals/services/events to anyone on the production team for rehearsals.
16. It is required that especially for youth events/productions, at least two (2) adults be present at all times.
17. Junior Board Members are not permitted during a Board of Directors’ Executive Session, unless the matter is necessary for their attendance.

## APPENDIX - LIST OF COMMITTEES AND CHAIRPERSONSHIPS

- Nominating and Election Committee - consists of at least two (2) Board members who collect nominations in writing for the Annual Meeting elections as well as tally votes during the Annual meeting election and report the results. One (1) member shall act as the Chairperson. The President of the Board may not be a member of this committee.
- Membership Chairperson - maintains active member's membership status, contact info, and expiration date. This individual will notify members of expiring membership and provide information for renewal.
- Grant Writing Chairperson - seeks out grants available and applies to those that are applicable to the Exit 7 Players.
- Scholarship Committee - consists of Board members that collect scholarship applications, review the applications, and make a recommendation to the Board of Directors for vote. Three (3) scholarships are available in the amount of \$500. The Chairperson of this Committee is the Vice President of the Board. The Chairperson shall ultimately notify applicants the results of the vote and provide the necessary information to persons in charge of programs and the Exit 7 website.
- Playreading/Season Selection Committee - consists of the Vice President, who acts as Chairperson, and any number of Board Members. The committee shall review plays, musicals, and other theatrical events for presentation on the Exit 7 stage. The committee shall be in charge of interviewing director applicants or reading plays/musicals that are up for consideration. The committee will summarize interviews and readings and present them to the entire Board for a determination of eligibility.
- Marketing Committee - shall consist of members of the Board that wish to develop strategies to advertise Exit 7 productions and events. Any Board member can serve as a Chairperson. The Marketing Committee should also be in contact with the persons in charge of social media, the website, posters/printed materials, and programs.
- CORI Background Check Committee - shall input CORI forms into iCori website and verify eligibility of participating individuals associated with the Exit 7 Players. These individuals may be, but not limited to Board members, cast and crew members, and other persons the Board determines necessary. The CORI Chairperson shall make the ultimate determination and not share results for the purposes of privacy. (See Article VII).
- By-Laws Committee - regularly reviews the Exit 7 Bylaws and submits possible amendments at special or Annual meetings in accordance with Article XV.
- Sunshine Committee - purchases or makes arrangements for donations/gifts for individuals within our community that celebrate achievements, are in need of assistance/aid, or are mourning deaths of family members.

Other committees and chairpersons can be implemented at any time to suit the needs of the Exit 7 Players.