

THE PARISH PLAYERS, INC.
BY-LAWS

Article I. NAME

The name of the Corporation shall be The Parish Players Inc.

Article II. PURPOSES

A. The legal purpose and powers of the Corporation shall be those set forth in its Articles of Association.

B. The Parish Players is an organization dedicated to presenting high-quality, community based, theatrical productions. Commitments:

- Provide a intimate theater venue that is accessible, affordable, and welcoming to all.
- Present a variety of theatrical genres
- Invite participants to be creative and inventive with their skills, and to assist in helping them meet their vision in whatever way possible.
- Inspire, encourage, and support the arts however and whenever possible.

Article III. MEMBERSHIP

A. The Members of the Corporation, **also to be referred to as “Players,”** shall consist of those who have contributed financially, in-kind, or through shared artistic talents within a given year. Members of the Articles of Association may elect membership as hereinafter provided.

B. Membership shall be non-discriminatory. “Players” who donate \$50 or more within the calendar year, shall be named “Signature Player.”

Article IV. MEETINGS

A. **Annual and Special Meetings.** The Corporation shall hold its Annual Meeting of Members **within the State of Vermont**, for the election of Trustees and the transaction of such other business as may immediately come before the meeting. The date, time and place of meetings of the Players shall be fixed by the Board of Trustees **in February or March**. Special meetings of the Players may be called upon request by a majority of the Trustees.

B. **Notice.** Notice of all Meetings of players shall be announced at least five (5) days prior to the meetings, and the notice shall specify the place, date and hour of the meeting and shall, in the case of special meetings, also state the business to be considered.

C. **Quorum.** Those players present at any meeting of the Corporation shall constitute a quorum.

Article V. BOARD OF TRUSTEES & OFFICERS

A. Trustees. The Board of Trustees shall consist of not less than twelve (12) and no more than eighteen (18) members as established by the Board of Trustees. The Board of Trustees may designate up to four (4) Trustee positions that shall be filled by appointment by the elected Trustees then in office. Any vacancy in the remaining Trustee positions due to the expiration of a Trustee's term shall be filled by the Players at their Annual Meeting. At each Annual Meeting, the Nominating Committee shall submit to the Players the names of at least as many candidates as are vacancies in those Trustee positions for which the Players elect. Other candidates may be nominated from the floor.

- **Term.** The term of office of each Trustee shall be two (2) years. Trustees shall hold office until their successors are elected or appointed. A Trustee may serve in succession two full terms (4 years) of office, plus any prior partial term to which appointed pursuant to a vacant Trustee position needed filling.
- **Vacancies.** Any vacancy occurring in any Trustee position prior to the expiration of the Trustee's term shall be filled for the unexpired term by a majority vote of the Trustees present by a quorum at any Board meeting.
- **Duties.** The Board of Trustees shall have, and exercise, full power in the management and control of the business and affairs of the Corporation. The Board of Trustees shall report to the membership at each Annual Meeting upon the conduct of such business and affairs in the preceding year.
- **Meetings.** A regular meeting of the Board of Trustees shall be held as soon as possible after the Annual Meeting of the Members for the following purposes:
 - Election of Officers (Chair, Vice Chair, Clerk-Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary) and establish the Executive Committee as hereinafter provided.
 - Nominate names of individuals from the membership and community whose skills and abilities will serve to complement the needs of the existing Trustees and the Corporation as a whole.
 - Meetings of the Board of Trustees shall be held at least quarterly at times and places determined in advance by the Board of Trustees. Special meetings of the Board of Trustees may be called by any Trustee upon provision of notice. Notice of all special meetings of the Board of Trustees is to be mailed (electronic or postal) or delivered personally to each Trustee at least five (5) days prior to the meeting.

B. Description of Officers. The Officers of the Corporation shall be elected annually by the Board of Trustees at their first meeting after the Annual Meeting of the membership. New offices may be created and filled at any meeting of the Board of Trustees. A vacancy in any office may be filled by the Board of Trustees for the unexpired term.

- **Chair.** The Chair shall preside at all meetings of the membership, the Board of Trustees and Executive Committee. The Chair shall conduct the business and affairs of the Corporation according to the orders and resolutions of the Board of Trustees and according to the Chair's own discretion whenever it is not expressly limited by such orders and resolutions. The Chair shall submit an Annual Report of the operations of the Corporation to the membership at the Annual Meeting.
- **Vice-Chair.** The Vice-Chair shall exercise the powers and perform the functions of the Chair in the Chair's absence.
- **Clerk-Secretary.** The Clerk-Secretary shall be responsible for the drafting and handling of all official correspondence of the Executive Committee and the Board of Trustees, including meeting minutes, agenda, and action items. The Clerk-Secretary shall also be the custodian of and shall maintain and organize the official records and archives of all files (contracts, legal documents, proposals, estimates, minutes, etc.)
- **Corresponding Secretary.** The Corresponding Secretary shall be responsible for communications to the Community and Membership, particularly donors to the Corporation.
- **Treasurer.** The Treasurer shall be the Corporation's chief financial officer and custodian of funds. The treasurer shall not be limited to two terms on the Board of Trustees, but may serve in that position for an extended period of time.
- **Assistant Treasurer.** The Assistant Treasurer shall keep all records and handle tax forms to ensure compliance with IRS regulations.

Article VI. COMMITTEES

A. The Executive Committee. The membership of the Executive Committee shall be the The Chair, the Vice-Chair, the Clerk-Secretary, and the Treasurer. The Committee shall have such authority as shall from time to time be delegated to it by the Board of Trustees. Duties include setting the agenda for the Annual Meeting, oversight of ongoing Board governance and development, overall responsibility over membership, and oversight of ad hoc/new committees as they are formed.

B. Other Standing Committees. The following Standing Committees shall be re-configured and organized annually by the Board of Trustees as soon as possible after the Annual Meeting. Standing Committees are established to assist the Board of Trustees and Executive Committee in managing and furthering the purposes of the Corporation. At least one member of each such Committee shall be a member of the Board of Trustees, and the Board of Trustees shall designate the Chair of each such Committee. The Chair approves the Committee. Such Committees report to, and advise the Board of Trustees on Corporate affairs within its particular area of responsibility.

- **The Nominating Committee:** The Nominating Committee shall consider, and propose to the Board of Trustees and membership, names of players of the Corporation to fill vacancies on the Board of Trustees. Orientation of new Trustees shall occur between

the Annual Meeting and the first regular meeting following, facilitated by the Nominating Committee, ideally at the theater, and to be done in person.

- **The Community Engagement Committee:** The Community Engagement Committee shall counsel the Board of Trustees on maintaining and expanding community relationships through programming and community outreach. The committee shall be composed of Board members, with the option to include non-Board members, with the mandate to attract audience and people (creators) from the community to exercise their talents on and off stage by (a) soliciting, reviewing and recommending proposals for the artistic program of the Corporation; (b) developing member events; (c) initiating community outreach events; and (d) facilitating community partnerships; (e) scheduling of the Corporation's facilities.
- **The Building Committee:** The Building Committee shall advise the Board of Trustees on the maintenance and improvement needs of the Corporation's facilities. The Committee shall also maintain a current inventory of all equipment of the Corporation and shall devise and implement policies and procedures for the maintenance and rental of such facilities and equipment.
- **The Theatrical Properties Committee:** The Theatrical Properties Committee shall oversee, and devise and implement policies and procedures with respect to, the acquisition, storage and loan of costumes, props, sets, lighting equipment, and other theatrical properties of the Corporation.
- **The Development Committee:** The Development Committee shall be responsible for making recommendations to the Board of Trustees with respect to raising grants and other gifts to benefit the Corporation and for carrying out on behalf of the Corporation any fundraising approved by the Board of Trustees.
- **Digital Media & Communications Committee:** The Digital Media and Communications Committee shall be responsible for making policy recommendations to the Board of Trustees with respect to digital media and infrastructure (i.e. maintenance of mailing lists, emailing lists, emails, membership lists, website, e-media, and social media sites). Said Committee shall be tasked with oversight of on-going digital communications and with membership and the public to include oversight of publicity for Parish Players events and Parish Players identity.
- **Other Committees.** The Board of Trustees may from time to time establish such other committees as it deems necessary to further the purposes of the Corporation. The Board of Trustees is responsible for appointing the Chair (and members) of any such committee. Such committees shall report to the Board of Trustees and shall be dissolved by the Board of Trustees as it deems appropriate for the betterment of the Corporation.

Article VI. AMENDMENTS

These By-laws may be added to, amended, or repealed in whole, or in part, by the Corporation. Such changes may be made by a majority vote at any meeting at which a quorum is present, provided that notice of the proposed addition, amendment or repeal has been given to each member in the notice of such meeting.

Article IX. FISCAL YEAR

The Fiscal Year of the Corporation shall be the calendar year.