

**CONSTITUTION & BY-LAWS OF THE VILLAGE PLAYERS, INC.
SOMERS, CONNECTICUT**

Approved by Membership March 19, 2014

CONSTITUTION

ARTICLE I **Name**

The name of the Corporation is the Village Players, Inc. It is a non-stock, not-for-profit corporation organized under the laws of the State of Connecticut. It shall be known as the "Somers Village Players."

ARTICLE II **Objective**

- **Sec. 1** The Corporation has been established in the cultural interest to the Town of Somers, Connecticut, specifically to arrange, produce and present staged entertainment for the general public. It is also an objective of the Village Players to train its members in theatrical arts. All members will be given priority for all positions available in any production, the intent being to develop expertise in all areas of the theatre. Casting and staffing of productions shall be made in consonance with this objective.
- **Sec. 2** The Corporation may receive, hold, use and expend any donations, contributions, bequests, gifts, devices and/or monies realized from the regular activities of the Village Players, and to increase and expand the activities and scope of said Village Players, therewith, and without the accrual of profit to any member or members thereof.

ARTICLE III **Eligibility of Membership**

- **Sec. 1a** Membership is open to anyone, regardless of age or residence, who expresses an interest in joining the Village Players.
- **Sec. 1b** Any person cast or working in a production is encouraged to become a member.
- **Sec. 2** Any membership may be revoked upon recommendation the Executive Board, followed by a vote for revocation by a majority of members present at a general meeting of the Village Players.
- **Sec. 3** Charter members of the Village Players are those in membership prior to May 15, 1971.

ARTICLE IV **Officers, Chairpersons and Executive Board**

- **Sec. 1** The Officers of the Village Players shall consist of a President, Vice President, Secretary and Treasurer.
- **Sec. 2** The Executive Board consists of the Officers, the Membership Chair, the Housing Chair, and the Technical Director. A simple majority of all Executive Board members is required to pass any vote. An electronic vote may be taken at the discretion of the President.
- **Sec. 3** Elected Officers/Chairpersons shall serve a term of one year from the date of election or until new officers are duly elected. No officer can be elected to more than two consecutive one year terms in the same office unless agreed to by a two-thirds majority of the voting members present at a general meeting of the Village Players. There will be no limit on the terms of the Committee Chairpersons.
- **Sec. 4** Election of Officers and Committee Chairpersons takes place at the annual meeting, which shall be held in April. A slate of candidates shall be presented by a Nominating Committee at the regular meeting, or by written communication, immediately preceding the annual meeting. It is the responsibility of the Committee Chairpersons to form each committee from bona fide members as soon as possible after elections.

ARTICLE V **Nominating Procedure**

- **Sec. 1** A Nominating Committee of not less than three nor more than five voting members in good standing shall be appointed by the Executive Board in February.

- Sec. 2 The Nominating Committee shall present candidates for the Executive Offices, Committee Chairpersons and a Technical Director of the Village Players in March at a meeting of the general membership or by written communication.
- Sec. 3 The officers, chairpersons and Technical Director shall be voted on at the annual meeting in April.

ARTICLE VI **Theatre Year**

The Corporation will operate on a theatre year for the terms of officers and all record keeping, which runs from May 1 through April 30.

ARTICLE VII **By-Laws and Amendments**

The Constitution and By-Laws of the Village Players may be amended by a two-thirds vote of the **voting** members present at any meeting, provided such amendment has been proposed and entered into the minutes of the preceding meeting, and that a quorum is present at the voting meeting.

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BY-LAWS

ARTICLE I **Duties and Election of Officers**

- Sec. 1 Vacancies of any office, including Committee Chairpersons, occurring prior to the next annual meeting and election, will be filled by a majority vote of the Executive Board.
- Sec. 2a The President shall preside at all meetings of the Village Players and shall be Chairman of the Executive Board. The President is responsible for ensuring that a general meeting agenda is sent out at least one week prior to the next scheduled meeting. The President has the obligation to conduct matters of immediate concern and the need for action by electronic means to the Executive Board. Such discussions and/or outcomes shall be reported to the membership at the next regular meeting.
- Sec. 2b The President is authorized to call special meetings of either the Executive Board or the general membership whenever in his/her judgment circumstances require. The President will be ex-officio member of all Committees.
- Sec. 2c The President shall appoint a Scholarship Chairperson, and a Historian.
- Sec. 3 The Vice President shall, in the absence of the President, perform his/her duties. In addition, the Vice President shall also serve as Production Chairperson with overall responsibility for all productions. He/she shall not necessarily act as a producer, but shall ensure that producers are selected in a timely manner. The Vice President/Production Chairperson shall act a liaison between the Executive Board and the Production Committee.
- Sec. 4 The Secretary shall maintain a record of all meetings, both general membership and Executive Board, in sufficient detail so as to present a report of the business conducted at a given meeting to those present at the next subsequent meeting, and shall, further, keep and maintain such records as a permanent record of the Corporation.
- Sec. 4a The Secretary shall conduct the business correspondence of the Corporation and shall authorize and direct the proper handling of all necessary correspondence by and for the Committees.
- Sec. 5 The Treasurer is authorized to approve and pay any expenditure in both the approved operating budget and the production budget.
- Sec. 5a The Treasurer shall be authorized to obligate the Corporation in matters of extraordinary expenditure (notes, bonds, chattels, etc.) outside the approved budgets only with the majority approval of the voting members present at a general or special meeting of the Village Players.
- Sec. 5b The Treasurer is responsible for the collection of all monies due and accrued to the Corporation – contributions, notes and accounts receivable, etc. – except dues which shall be collected by Membership Chairperson and turned over to the Treasurer without delay.

- Sec. 5c The Treasurer shall submit a budget for all operating expenditures by the April Executive Board or regular meeting for approval by a majority vote.
- Sec. 5d The Treasurer shall submit a reviewed financial report of the Corporation at the end of the theatre year.
- Sec. 5e The Treasurer is responsible for notifying the banks as well as our investment advisor(s) regarding changes of the corporate officers. This provides the checks and balances in lieu of bonding.
- Sec. 5f The Treasurer shall keep adequate insurance coverage on the Village Players' inventoried fixed assets, as well as liability matters.
- Sec. 6 The Executive Board shall act as overseer for all activities and convene whenever necessary to transact such business as may come before it. In addition, it shall function as a long-range planning committee to ensure orderly transitions of all Village Players' business
- Sec. 6a The Executive Board will set the regular meeting schedule annually in May of each year. The schedule will be no less than 6 meetings per theatre year (May through April). Any Special meetings of the Executive Board and/or membership must be preceded by no less than 24 hour notice being sent by the President for notification purposes of the business to be conducted.

ARTICLE II Committees

- Sec. 1 The Committees of the Village Players shall be as follows, with primary responsibilities and duties defined. The Chairpersons of these committees shall be elected at the annual meeting.
 1. Production Committee: Chairperson (see Vice President's duties) shall be responsible for selecting a producer(s) for each Village Players production. The producer(s) shall establish an itemized budget for each production and submit this budget to the Executive Board for approval. The producer(s) shall be responsible for strict adherence to this budget. Any over-expenditures of this budget shall be the responsibility of the producer(s). In the event that additional funds are required, the producer(s) must receive approval for the expenditure of these funds from the Executive Board. However, funds may be transferred from one line item to another at the discretion of the producer(s). It shall be the responsibility of the Production Chairperson or Vice-President to submit a list of active participants in any production to the Membership Chairperson.
 2. Membership Committee: Chairperson shall be responsible for the recruiting and enrollment of new members. He/she shall maintain at all times a current record of voting and supporting membership. Once a year, no later than October 31, a list of members, their addresses, e-mail addresses, and phone numbers, shall be published and distributed to all members. This person is responsible for notifying all members of regular or special meetings. Chairperson shall ensure that cards and remembrances are sent to members of the organization on the sad and happy occasions as needed.
 3. Play Reading Committee: There shall be two choices for each production presented. Plays must be announced in detail at least one month prior to being voted on. Plays must be voted on by the February meeting. All voting members present at the time of the vote will cast a single vote for each production. Membership can vote for each of the presented productions or vote neither if they so choose. Successful plays will be considered those receiving affirmation from a simple majority of the members present.
 4. Workshop/Program Committee: Chairperson shall be responsible for arranging programs for general meetings. He/she shall approve all suggested workshop/programs.
 5. Publicity Committee: Chairperson shall be responsible for providing widespread applicable publicity about the Village Players' activities. When related to ticket-selling activities for a production, the Publicity Chairman shall work directly with the Producer(s) and/or Box Office Chairperson. A permanent mailing list of interested friends of the Village Players shall be maintained to provide a reference for notification regarding productions, fund raising events, etc.
 6. Housing Committee: Chairperson shall be responsible for the maintenance, upkeep and improvements of the real property and grounds owned/leased by the Village Players. It shall be his/her responsibility to ensure that an inventory is maintained of all fixed assets stored in the buildings.

7. Hospitality Committee: Chairperson shall be responsible for providing refreshments for each meeting. It will also be his/her responsibility to provide coffee and/or other light refreshments for auditions and for cast refreshments during rehearsals and productions.
 8. Box Office Committee: Chairperson shall be responsible for the coordination and sale of tickets and any associated reservations for any Village Players' activity. He/she shall also be in charge of box office activities.
 9. Ways & Means Committee: Chairperson shall be responsible for securing paid ads, sponsors, and/or patrons for programs. He/she shall keep abreast of availability of grants and make application for same, whenever feasible.
- Sec. 2 Nominating Committee will propose candidates for the following positions: Executive Officers and Committee Chairpersons as well as for the Technical Director. This position is considered a member of the Executive Board, and will function as part of the Production Committee, under the direction and control of the Vice President.
 1. Technical Director: Acts as or chooses technical director who shall construct and erect sets/furnishings for all Village Players productions. This person shall choose/oversee set construction personnel, as well as those who design and set up lights and sound. The Technical Director will function as part of the Production Committee.
 - Sec. 3 Chairpersons of Committees shall be authorized to appoint all required sub-committees and Chairpersons thereof for the accomplishment of the responsibilities of their respective committee.
 - Sec. 4 Chairpersons of all Committees shall render an account of all income and expenses of their respective committees to the Treasurer, submitting both monies received and bills for payment without unnecessary delay.

ARTICLE III **Appointed Positions**

- Sec 1 Scholarship Chairperson shall be responsible for coordinating the selection of a candidate(s) for the annual scholarship(s). The Chairperson, working with a committee, shall select qualified candidates and inform the membership of the selection. The Chairperson shall secure the check(s) from the Treasurer and give congratulatory letter(s) and check(s) to the selected candidate(s).
- Sec. 2 Historian shall maintain a record of all activities including photographs, programs, news articles, etc.

ARTICLE IV **Quorum**

- Sec. 1a A quorum of the general membership meeting shall consist of not less than twenty-five percent (25%) of the voting membership at the time of such meeting.
- Sec. 1b A quorum of the Executive Board shall consist of a simple majority of the Executive Board Members

ARTICLE V **Membership**

- Sec. 1 An voting member is one who has been active in one or more productions or has contributed time to the maintenance, promotion or other non-production activities of the Village Players, and has attended at least two regular meetings in twelve (12) months. Each Members year will be calculated on a rolling 12 month period starting with the month of each individual's anniversary of participation.
- Sec. 2 A supporting member is one who contributes financially to the Village Players, the minimum amount per theatre year as set by the Executive Board and approved by a majority vote by the members present at a general meeting of the Village Players.
- Sec. 2b A supporting member is not entitled to a vote.

ARTICLE VII **Rules of Order**

- Sec. 1 “Modern Rules of Order” shall govern at all regular and special meetings, except as may otherwise be set forth in the Constitution or By-Laws.

ARTICLE VIII **Earning Activities**

- Sec. 1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Constitution, Article 1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX **Federal Tax Qualifications**

- Sec. 1a This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent the Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c) (3) of the Code, contributions to which are deductible for Federal income tax purposes.
- Sec. 1b This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole or any part or portion, of the assets or net earnings of this Corporation shall be used, nor shall the Corporation ever be organized or operated for the purposes that are not exclusively literary or educational within the meaning of Section 501(c)(3) of the Code.
- Sec. 1c In the event of termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Code, as decided upon by the Executive Board.