

CONSTITUTION & BYLAWS OF THE VILLAGE PLAYERS, INC.

SOMERS, CONNECTICUT

Approved by Membership March 28, 2018

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 also be known as the "Somers Village Players."

Article II: Objective

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.

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

- A) Membership is open to any adult, regardless of residence, who expresses an interest in joining the Village Players.
- B) Any person cast or working in a production is encouraged to become a member.
- C) Any membership may be revoked upon recommendation the Executive Board, followed by a vote for revocation by a majority of members present at a Membership meeting of the Village Players.
- D) Charter members of the Village Players are those in membership prior to May 15, 1971.

Article IV: Officers, Technical Director, Committee Chairpersons, and Executive Board

- A) The Officers of the Village Players shall consist of a President, Vice President, Secretary and Treasurer.
- B) The Executive Board consists of the Officers, the Technical Director, and the Housing Chair. 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.
- C) Elected Officers, Technical Director, and Committee Chairpersons shall serve a term of two (2) consecutive years.
 - 1) No Officer can be elected to more than two (2) consecutive full terms in the same office unless agreed to by a two-thirds (2/3) majority of the voting members present at a Membership meeting of the Village Players. There will be no limit on the terms of the Technical Director or Committee Chairpersons.
 - 2) An individual may only hold one (1) position as Officer at a time. Officers may hold position as non-Officer Chairpersons and/or be members of any committee concurrent with their term as Officer.
 - 3) Elections for the positions of President, Treasurer, and Technical Director shall be held during odd numbered years. Elections for the positions of Vice President, Secretary, Housing Chair, and all elected Committee Chairpersons shall be held during even numbered years.

- D) Election of Officers, Technical Director, and Committee Chairpersons takes place at the annual Membership meeting, which shall be held in April. A slate of candidates shall be presented by the Nominating Committee in accordance with Article V.
 - 1) The Officers, Technical Director, and Committee Chairpersons shall take office on May 1.
 - 2) It is the responsibility of the Committee Chairpersons to form each committee from bona fide members as soon as possible after they take office.
- E) Vacancies of any office, including Committee Chairpersons, occurring prior to the next annual Membership meeting and election, will be filled by a majority vote of the Executive Board.

Article V: Nominating Procedure

- A) The Executive Board shall appoint a Nominating Committee of not less than three (3) or more than five (5) voting members in good standing annually by February 1.
- B) The Nominating Committee shall present candidates for the Executive Officers, Technical Director, and Committee Chairpersons due for election in March at a Membership meeting and/or by written communication.

Article VI: Theatre Year

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

Article VII: Bylaws and Amendments

The Constitution and Bylaws of the Village Players may be amended by a two-thirds (2/3) vote of the voting members present at any regular Membership meeting.

- A) Such amendment must have been proposed and entered into the Minutes of the preceding regular Membership meeting.
- B) A quorum must be present.

BYLAWS

Article I: Duties of the Executive Board

- A) The Executive Board shall oversee 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
- B) The Executive Board will set the regular Membership meeting schedule annually in May of each year. The schedule will be no less than four (4) meetings per theatre year.
- C) Any Special Meeting of Membership must be preceded by no less than twenty-four (24) hour notice, including the business to be conducted, to be sent to Membership by the Secretary.
- D) The Executive Board will set the regular Executive Board meeting schedule annually in May of each year. The schedule will be no less than four (4) meetings per theatre year.
- E) Any Special Meeting of the Executive Board must be preceded by no less than twenty-four (24) hour notice, including the business to be conducted, to be sent to the Executive Board by the President.
- F) The Executive Board has the authority to spend emergency funds for the preservation of the facilities and/or scheduled productions. Such action requires unanimous vote of the Executive Board.

Article II: Duties of the Officers

Section 2.1 President

- A) The President shall preside at all meetings of the Village Players and shall be Chairman of the Executive Board. The President is responsible for setting a regular Membership meeting agenda at least one (1) week prior to the next scheduled meeting.
- B) The President has the obligation to direct 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 Membership meeting.
- C) The President is authorized to call Special Meetings of either the Executive Board or the general membership whenever in his/her judgment circumstances require.
- D) The President will be ex-officio member of all Committees.
- E) The President shall appoint a Scholarship Chairperson and a Historian.

Section 2.2 Vice President

- A) The Vice President shall, in the absence of the President, perform his/her duties.
- B) The Vice President shall serve as Production Committee Chairperson with overall responsibility for all productions. He/she shall not necessarily act as Producer, but shall ensure that Producers are selected in a timely manner.
- C) The Vice President shall act as a liaison between the Executive Board and the Production Committee.

Section 2.3 Secretary

- A) The Secretary shall maintain a record of all meetings, of both 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.
- B) 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.

- C) The Secretary shall be responsible for the enrollment of new members.
- D) The Secretary shall maintain at all times a current record of voting Membership.
 - 1) The list shall be made available on demand to Officers and Chairpersons.
- E) The Secretary is responsible for notifying all members of regular and Special Membership meetings.
- F) The Secretary shall ensure that cards and remembrances are sent to members of the organization on the sad and happy occasions as needed.

Section 2.4 Treasurer

- A) The Treasurer is authorized to approve and pay any expenditure in both the approved operating and production budgets.
- B) 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 regular or Special Membership meeting of the Village Players.
- C) The Treasurer is responsible for the collection of all monies due and accrued to the Corporation (contributions, notes and accounts receivable, etc.), including dues and contributions by supporting members.
- D) The Treasurer shall submit a budget for all operating expenditures to the Executive Board for review prior to the annual Membership meeting. The budget shall be presented to Membership at the annual Membership meeting and will be approved by a majority vote of the members present.
- E) The Treasurer shall submit a reviewed financial report of the Corporation at the end of the theatre year.
- F) The Treasurer is responsible for notifying the banks as well as our investment advisor(s) regarding changes of the corporate officers.
- G) The Treasurer shall keep adequate insurance coverage and bonding on the Village Players' inventoried fixed assets, as well as liability matters.
- H) The Treasurer shall serve as Ways & Means Committee Chairperson.

Article III: Duties of the Technical Director

- A) The Technical Director will function as part of the Production Committee.
- B) The 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.
- C) The Technical Director shall maintain an inventory of all production related fixed assets stored in the buildings, which shall be provided to the Treasurer annually.

Article IV: Duties of the Committees

The Committees of the Village Players shall be as follows, with primary responsibilities and duties defined.

- A) Committee Chairpersons shall be authorized to appoint all required sub-committees and Chairpersons thereof for the accomplishment of the responsibilities of their respective committee.
- B) Committees Chairpersons 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.

- C) Any over-expenditures of the operating budget shall be the responsibility of the Committee Chairperson. In the event that additional funds are required, the Chairperson must receive approval for the expenditure of these funds from the Executive Board.

Section 4.1 Production Committee

- A) The Vice President shall serve as Production Committee Chairperson.
- B) Chairperson shall be responsible for selecting a Producer for each Village Players production.
- C) Chairperson shall be responsible for selecting a Director for each Village Players production.
 - 1) Director selection shall be made with the counsel of at least two (2) other members with Directing experience.
 - 2) Chairperson may not select themselves as Director for any production without Executive Board approval.
- D) The Producer shall oversee the selection of staff and crew for each Village Players production.
- E) The Producer shall establish an itemized budget for each production and submit this budget to the Executive Board for approval. The Producer shall be responsible for strict adherence to this budget.
 - 1) Any over-expenditures of this budget shall be the responsibility of the Producer. In the event that additional funds are required, the Producer must receive approval for the expenditure of these funds from the Executive Board.
 - 2) Funds may be transferred from one line item to another at the discretion of the Producer.
- F) It shall be the responsibility of the Producer to submit a list of active participants in any production to the Secretary.

Section 4.2 Play Reading Committee

- A) The Play Reading Committee shall consist of not less than three (3) members.
- B) The Play Reading Committee will read, consider, and present plays to the Executive Board and to Membership for consideration for production.
 - 1) At least three (3) Committee members must have read each play presented.
 - 2) All presentations must include:
 - a. The composition of the cast, including number, gender, ages, and relative weight of roles.
 - b. A description of the play setting, scenes, and major set pieces.
 - c. The year when the play was written and the year in which the play is set.
 - d. A synopsis and description of the story.
- C) The Play Reading Committee is strongly encouraged to present plays for consideration throughout the theatre year.
 - 1) A minimum of two (2) plays must have been selected for future production no later than the February regular Membership Meeting.
 - 2) Plays not produced within two (2) theatre years of selection will no longer be considered approved. These may be presented again for Membership consideration.
- D) Plays for Membership consideration shall be vetted by the Executive Board as follows:
 - 1) Plays must be presented in detail to the Executive Board at a Special Meeting prior to being presented to Membership.

- 2) Executive Board members present at the Special Meeting will offer to Play Reading feedback of the viability of producing the play with consideration for technical, design, cast, and staffing requirements inherent in the production.
 - 3) Executive Board members present at the Special Meeting shall determine a Board recommendation regarding the production of the show.
 - 4) Executive Board members present at the Special Meeting are entitled to cast a single vote for or against the Board recommendation. Directed proxy votes will be accepted.
 - 5) The Board recommendation receiving affirmation from a simple majority of votes collected shall be included when the play is presented to Membership.
- E) Plays for future production shall be selected by Membership as follows:
- 1) Plays must be presented in detail at a regular Membership meeting at least one (1) month prior to being voted on.
 - 2) Executive Board members will report to Membership their opinion of the viability of producing the play with consideration for technical, design, cast, and staffing requirements inherent in the production, and offer their recommendation regarding the production of the show.
 - 3) All voting members present at the time of the vote are entitled to cast a single vote for or against each individual play presented. Directed proxy votes will be accepted.
 - 4) Successful plays will be considered those receiving affirmation from a two-thirds (2/3) majority of the votes collected.
- F) Plays for specific production dates shall be selected by the Executive Board as follows:
- 1) Plays for production shall be selected from those approved by Membership for future production within the past two (2) theatre years.
 - 2) Executive Board members are entitled to cast a single vote. Directed proxy votes will be accepted.
 - 3) Successful selections will be considered those receiving affirmation from a simple majority of the votes collected.

Section 4.3 Workshop/Program Committee

- A) Chairperson shall be responsible for arrangement and approval of programs for regular Membership meetings.
- B) Chairperson shall be responsible for arrangement and approval of all non-revenue producing workshops and programs outside of the regular Membership meeting schedule.

Section 4.4 Publicity Committee

- A) Chairperson shall be responsible for providing widespread applicable publicity about the Village Players' activities.
- B) When related to ticket-selling activities for a production, the Publicity Chairperson shall work directly with the Producer and/or Box Office Chairperson.
- C) A mailing list of interested friends of the Village Players shall be maintained to provide a reference for notification regarding productions, fund raising events, etc.

Section 4.5 Housing Committee

- A) Chairperson shall be responsible for the maintenance, upkeep, and improvements of the real property and grounds owned/leased by the Village Players.

- B) Chairperson shall be responsible for providing refreshments for each regular Membership 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.
- C) Chairperson shall maintain an inventory of all fixed assets not related to productions and stored in the buildings, which shall be provided to the Treasurer annually.

Section 4.6 Box Office Committee

- A) 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.
- B) When related to ticket-selling activities for a production, the Box Office Chairperson shall work directly with the Producer and the Treasurer.

Section 4.7 Ways & Means Committee

- A) The Treasurer shall serve as Ways & Means Committee Chairperson
- B) Chairperson shall be responsible for securing advertising, sponsors, and/or patrons for programs.
- C) Chairperson shall keep abreast of availability of grants and make application for same, whenever feasible.

Article V: Appointed Positions

Section 5.1 Scholarship Committee

- A) The Scholarship Committee shall consist of not less than three (3) members.
- B) Scholarship Chairperson shall be responsible for coordinating the application for and the selection of a candidate(s) for the annual scholarship(s).
- C) The Chairperson, working with a committee, shall select qualified candidates and inform the Membership of the selection.
- D) The Chairperson shall secure the check(s) from the Treasurer and give congratulatory letter(s) and check(s) to the selected candidate(s).

Section 5.2 Historian

- A) Historian shall maintain a record of all Village Players' activities including photographs, programs, news articles, etc.

Article VI: Quorum

- A) A quorum of the general Membership shall consist of not less than twenty-five percent (25%) of the voting Members.
- B) A quorum of the Executive Board shall consist of a simple majority of the Executive Board members.

Article VII: Membership

- A) A voting member is one who has been active in one (1) 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 (2) regular Membership meetings in the past twelve (12) months.

Article VIII: Rules of Order

"Modern Rules of Order" shall govern at all regular and special meetings, except as may otherwise be set forth in the Constitution or Bylaws.

Article IX: Earning Activities

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 X: Federal Tax Qualifications

- A) 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.
- B) 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.
- C) 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.