

BYLAWS

Of the Lakeland Players

Revised Though

(Ratified at Annual Membership Meeting April 27, 2019)

ARTICLE I OFFICES

*Section 1. **Principal Office.*** The principal office shall be located in the County of Oakland, State of Michigan

*Section 2. **Registered Office.*** The registered office shall be: The Impressive Printing and Promotions L.L.C, 5746 Williams Lake Road, Waterford, Michigan 48329.

*Section 3. **Other Business Offices.*** The Corporation may have business offices at such other places, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require from time to time

ARTICLE II: PURPOSE

To promote the development and growth of a self-supporting, non-profit community theater group. To provide a medium through which there will be presented to the community dramatics in its various forms. To encourage and develop potential abilities of members of the group and of the community by instruction in the performing arts. To provide an avenue of cultural contacts among the members of the group and of the community.

To buy, sell, or otherwise acquire, hold, own, use, manage, improve, develop, lease, rent, mortgage, or otherwise encumber, and to exchange or transfer real property and personal property of every kind and of any interest therein, as is necessary, auxiliary, incidental, or convenient to the ends and purposes of this Corporation.

To borrow money, either with or without security and to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations, and evidence of indebtedness of all kinds, either secured by mortgage, pledge, deed of trust or otherwise, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To make and enter into contracts of every sort and kind with any individual, firm, Corporation, or association convenient or necessary to carry out the purposes and objects of this Corporation.

To receive devises and bequests for its own use and upon trust, and to appoint attorneys-in-fact.

To do all and everything necessary, suitable, and proper for the accomplishment of the foregoing purposes and anything which the Board of Directors of the Corporation may deem conducive or expedient for the proper conduct of said Group and for the carrying out of the purposes of the Corporation.

ARTICLE III: RESTRICTIONS

No part of the net earnings of the Corporation shall ensure to the benefit of, or be distributable to, its members, trustees, officers, or other private 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 Article II hereof. 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from 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 IV: MEMBERS

*Section 1. **Annual Meeting**.* The annual meeting of the members shall be held in the month of April, on a date to be set by the Board of Directors, and published at least 30 days, in advance of that date, in the newsletter for the election of a Board and for the transaction of such other business as may properly come before the meeting. The date of the annual meeting shall in no event be changed within the thirty days of being published. In the event of just cause, the Board of Directors, by unanimous vote, shall arrange a new meeting date and inform all members of said change as soon thereafter as conveniently may be arranged.

*Section 2. **Changes** Requiring a Vote by the Membership.* Any transaction of business requiring a vote by the membership involving Policies (ticket prices and membership prices only) or By-laws shall be voted on by the membership with approval or disapproval based on the majority of response. Members shall be notified at least two weeks prior to any general or annual meeting where a vote on Bylaws changes or Policies on ticket prices and/or membership prices changes are necessary.

*Section 3. **Proxies**.* At all Board or General Membership meetings, a member may vote by proxy, executed in writing by the member, by his duly authorized attorney-in-facto a current voting member in good standing of the board. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Said proxy will not satisfy the attendance requirement in Article V, Section 3, under "Removal".

*Section 4. **Regular Meetings of Members**.* A minimum of three general membership meetings, in addition to the annual meeting, shall be held annually, the dates of which are to be set by the Board and published in the newsletter. Any business may be transacted at these meetings by vote of a majority of those present (no quorum being required).

*Section 5. **Place of Meeting.*** The Board may designate any place, within the State of Michigan, as the place of meeting for any regular meeting, or special meeting called by the Board. The annual meeting must be held in Oakland County.

*Section 6. **Membership.*** Regular membership is to be acquired by payment of the annual dues, said dues to be fixed by the membership at its annual meeting. The organization may provide for other membership categories, which may or may not require the payment of dues, said categories to be fixed by the membership at its Annual Meeting.

*Section 7. **Voting Lists.*** The Secretary of the Corporation shall make, before the annual meeting, a complete list of members entitled to vote at such meetings along with a listing of the number on each ballot for each membership. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any member of his proxy who may be present

Article V: BOARD OF DIRECTORS

*Section 1. **General Powers.*** The business, property and affairs of the Corporation shall be managed by its Board of Directors (often hereafter referred to as the Board)

*Section 2. **Officers.*** The offices of the Corporation shall consist of **SIX** members. These will be the President, Vice President, Treasurer, Secretary, Ticket Manager and Concessions Manager.

*Section 3. **Removal.*** The President can present to the full board a request for the removal of any officer except the Vice President. The Vice President can call for the removal of the President. The Ticket Manager can call the removal of the Vice President. Removal requires unanimous vote of the remaining board members. Once the officer is removed the President can immediately appoint a replacement. Any removal requires unanimous vote of the remaining members of the board. The remaining board can also vote to not vote to remove an officer.

*Section 4. **Resignation.*** Any Board member may resign their position by notifying the President in writing of their resignation. This type of vacancy will then be filled immediately by the President.

*Section 5. **Meetings.*** Regular meeting of the Board shall be held once a month, the date, time and place of the next board meeting shall be set by the Board and published in the newsletter and website. The date, time and place of the Board meeting may not be changed from that scheduled, except by a majority vote of the Board. Regular Board meeting are to be open to all members.

*Section 6. **Nominations and Elections.*** Every two years the Concessions Manager will nominate an Elections Manager, this nominee will then be voted on by the board. Once the Elections Manager is appointed they will facilitate the Election. The elections manager must contact the members, In regards to running for office. A member can only run for one position on the board. In the event that any candidate removes their name from the ballot prior to elections, the membership and board should be notified immediately for appropriate actions including but not limited to notification of a new candidate and or nominations. The candidates shall publish a list of election nominees by the March newsletter.

Additional nominations may be made from the floor at the annual meeting in April for write in candidates for any position. Voting shall be by numbered paper ballots to be returned on or before the Annual Meeting. Absentee or Replacement ballots may be obtained from the Elections Manager.

*Section 8. **Special Committees**.* The Board of Directors, by resolution adopted by the affirmative vote of the majority of the members of the Board may designate one or more committees. Each committee is to consist of one or more Directors elected by the Board, plus other members of the Corporation, which to the extent provided in said resolution as initially adopted by a like vote, shall have and may exercise, when the Board is not in session, the powers of the Corporation, except action in respect to the filling of vacancies in the Board or Committees created pursuant to this section, or amend the Articles of Incorporation or By-Laws. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. Policies approved by committees need to be approved by a Board majority vote with the exception of ticket prices and membership prices.

*Section 9. **Finance Committee**.* A minimum of a five member Finance Committee shall be appointed each year at the May Board meeting, to include the President, as its chairman; the Treasurer, and three other members. The Finance Committee shall conduct an audit of the financial records, devise a budget for the upcoming season with input and advice from the season's Producers and Directors, if possible, submit a formal year-end report to the Recording Secretary at the August Board meeting, offering a copy of this report to the membership in the September newsletter. In addition, the committee is empowered to project income for the next year, review income and expenses after each play, and revise the budget, if necessary. Notify each producer, in advance, of their budget, review accounting practices to ensure that expenses are being properly charged against budget categories. New signature cards should be set up with the bank each year by the Treasurer. The President, designated 3rd person voted by the board (i.e., Renaissance Festival Chairperson), and Treasurer shall be allowed to sign checks. The Treasurer should make the Lakeland Players checkbook available to one of the other signatories if he/she will be unavailable for more than a few days

*Section 10. **Majority Consent Without Meeting**.* Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board or committee thereof at a meeting or by resolution, may be taken without a meeting with **majority** verbal and/or e-mail consent. This action must be entered into the minutes at the next scheduled meeting of that group.

ARTICLE VI DUTIES

President of Lakeland Players shall serve for 2 years and shall serve the following functions:

1. The President shall administer all meetings, create and agenda, and insure the meeting are run in an organized fashion.
2. The President shall serve as the Editor in Chief of the Newsletter
3. The President shall direct the Officers in a manner like that of a CEO and oversee the day to day operations of the club.
4. The President shall have a vote only in the absence of an Officer at a board meeting. Otherwise

if all officers are present the President shall only vote to break a tie.

5. The President shall oversee the Ren Fest Fundraiser or they can appoint a Ren Fest Chair (who must be a board member) to fulfill those duties on their behalf as dictated by the President.

6. The President shall be an administrator on the Website, Mailchimp, Pay Pal, Facebook, Twitter, sign up genius, Flagstar Online, My Halloo Phone System, IPower, and be issued a Lakeland Player Credit Card and have check signing authority.

7. All Officers are accountable to the President but cannot be removed by the President. However, the President can recommend removal to the board for a full vote. The President cannot remove the Vice President.

8. The President can be removed by a unanimous vote of the Board at the request of the Vice President with cause.

9. The President shall sign all contracts on behalf of Lakeland Players.

10. The President shall be issued keys to the storage unit and to the mailbox.

11. The President shall arrange for the awards for the awards banquet.

12. The President may appoint any replacement to the board due to resignation or removal.

Without needing approval from the board. This person immediately serves upon appointment.

13. The President is responsible for collecting the ballot box and keeping confidential track of award winners from each show for the June banquet.

Vice President of Lakeland Players shall serve for 2 years and shall serve the following functions:

1. The VP will organize all social functions for Lakeland Players or appoint a Social Chair.

2. The VP will serve as the President of Lakeland Players in the event the President is not available. Chair meetings, etc., sign contracts.

3. The VP shall be an administrator on the Website, Mailchimp, Pay Pal, Facebook, Twitter, Flagstar Online, My Halloo Phone System and Ipower.

4. The VP shall chair the Play Reading Committee commencing every November.

5. The VP will oversee Lakeland Players productions, work with producers of each show and reporting to the Board. If there is no Producer for a show, the VP will step in as Producer or appoint someone else.

6. The VP will organize the memberships and serve the functions of Membership Chair.

7. Shall apply and search for grant opportunities for Lakeland Players.

8. The VP will host the June banquet.

9. The VP can begin the removal process of the President, with cause

10. The VP immediately becomes President upon removal of sitting President or upon the resignation of the sitting President.

Treasurer of Lakeland Players shall serve for 2 years and shall serve the following functions:

1. The Treasurer shall monitor bank accounts and pay Lakeland Player bills and invoices; arrange business relationships for approval by the President.

2. The Treasurer shall request the rights for all shows and pay upon receipt, reporting to the Vice President upon approvals.
3. The Treasurer shall be issued a key to storage and will administer the operations of the storage unit.
4. The Treasurer can appoint a Costume Chair. This is not a board position.
5. The Treasurer shall be made an administrator on the Website, Mailchimp, Pay Pal, Flagstar Online, My Halloo Phone System, and IPower.
6. The Treasurer shall be issued a Lakeland Player credit card and have check signing authority.
7. The Treasurer will pay the yearly taxes though H.R block.
8. The Treasurer will insure filing of financial records held by H.R Block.
9. The Treasurer will maintain the banking relationship with Flagstar Bank.
10. The Treasurer will administer funds for the productions to the Producer.
11. The Treasurer will pay for the day to day operations of Lakeland Players.
12. The Treasurer will administer seed money to the Ticket and Concessions Managers.
13. The Treasurer will arrange venues for social events and productions reporting to the Vice President.
14. The Treasurer will apply and search for grant opportunities for Lakeland Players.

Secretary of Lakeland Players shall serve for 2 years and shall serve the following functions:

1. The Secretary will take minutes for the meetings.
2. The Secretary will handle the publicity and publications of Lakeland Players including Facebook Posts, Twitter, Mailchimp and the Newsletter.
3. The Secretary will arrange for the printing and organization of the programs, or can appoint a Program Chair who will handle these duties.
4. The Secretary will be issued keys to the mailbox and will be responsible to pick up mail weekly and deliver any important mail or bill to the President for distribution to the officers.
5. The Secretary will design and issue posters and advertisements to the local press and productions for purposes of publicity.
6. The Secretary will issue a summary of minutes to the President and to the Board.
7. The Secretary will print and provide the printed agenda for the meetings as issued by the President.
8. The Secretary will administer the email addresses for Lakeland Players.
9. The Secretary will oversee the website.
10. The Secretary will be made an administrator of the Website, Facebook, Twitter, Mailchimp, and IPower.

Ticket Manager shall serve for 2 years and shall serve the following functions:

1. The Ticket Manager will be the voice of authority regarding Lakeland Players at performances when there is an issue that is beyond the Producer's authority.
2. The Ticket Manager will set up the Sign-Up Genius for all shows and turn it over to the show's Producer who will be responsible for staffing volunteers.

3. The Ticket Manager will organize the box office drops to Flagstar Bank with the Concessions Manager.
4. The Ticket Manager will determine ticket cut off for performances as well as determine when a show is sold out.
5. The Ticket Manager will be given access to Website, Pay Pal, Flagstar Online, My Halloo Phone System, and Sign-Up Genius.
6. The Ticket Manager will search and arrange for more efficient ways to sell tickets for shows.
7. The Ticket Manager will maintain the AT&T Hot Spot.
8. The Ticket Manager will maintain the tablets for tickets and request replacements or new equipment if needed.
9. The Ticket Manager will arrange for tickets to be printed for each show.
10. The Ticket Manager will present a ticket sales summary to each producer and the Vice President.
11. The Ticket Manager can call for and begin the process to remove the Vice President for cause.

Concessions Manager shall serve for 2 years and shall serve the following functions:

1. The Concessions Manager will be issued a rechargeable credit card for concessions purchases.
2. The Concessions Manager will maintain the concessions tablet and request replacements if needed.
3. The Concessions Manager will organize the sale of concessions at performances.
4. The Concessions Manager will arrange for the purchase of anything that will improve concessions with approval by the Board.
5. The Concessions Manager will be given access to Pay Pal, Flagstar Online, Sign-Up Genius.
6. The Concessions Manager will be issued the key to storage.
7. The Concessions Manager will oversee transporting and storage of concessions items.
8. The Concessions Manager can appoint an Assistant Concessions Manager who is not a board member.
9. The Concessions Manager will collect the ballot box at the end of the last performance of each show if the President is not there, and deliver it to the President.
10. The Concessions Manager will appoint the Elections Manager every 2 years for approval by the board.

The Elections Manager (not a board member) will serve only during an Election Year and will serve the following functions:

1. The Elections Manager, once approved by the board, cannot be removed until the end of the election without cause.
2. The Elections Manager shall administer the election of Lakeland Players.
3. The Elections Manager shall collect nominations, and requests to join the board.
4. The Elections Manager shall send out the ballots and be allotted funds to accommodate this.

5. The Elections Manager can attend the board meeting until the end of the elections.
6. The Election Manager will count, or can appoint a counting team to count and collect votes.
7. The Election Manager shall announce the winner of the elections at the April General Meeting.

ARTICLE VII: CONTRACTS, LOANS, CHECK AND DEPOSITS, SPECIAL CORPORATE ACTS

*Section 1. **Contracts.*** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person, other than an officer, should be made by instrument in writing. When the Board authorizes by a majority vote the execution of a contract or of any other instrument in the name of or on behalf of the Corporation.

*Section 2. **Loans.*** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, Director, or member of the Corporation otherwise than in an ordinary and usual course of business of the Corporation, and on the ordinary and usual terms of payment and security shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds of the members of the Board excluding any Director involved in such transaction, and a full and detailed statement of all such transactions and the aggregate amount of such transaction less any repayments, shall be stated in the next annual report to members. Cash advances are considered as a loan and should be repaid along with receipts within 30 days after the event closing.

*Section 3. **Checks, Drafts, Etc.*** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board.

*Section 4. **Deposits.*** All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

*Section 5. **Building Funds.*** The building fund of Lakeland Players was abolished by majority vote as of the Annual Meeting on April 27, 2019.

ARTICLE VIII: AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the affirmative vote of the majority of the membership present plus ballots received by mail at any Annual or Special Members Meeting, if a notice setting forth the terms of the proposal has been given in accordance

with the notice requirement for special meetings of members. The Board may make and alter all By-Laws, except those By-Laws fixing their number, qualifications, classification, or term of office; provided, that any By-Law amended, altered, or repealed by the Board as provided herein, may thereafter be amended, altered, or repealed by the members.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year.

ARTICLE X: DISSOLVEMENT

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified under Section 501 (c)(3) of the Internal Revenue Code or a future U.S. Internal Revenue Law. Distribution shall be to an organization that shall be determined by majority vote of the Board. This copy incorporates the original By-Laws and all amendments, passed by the Board of Directors, presented to and approved by the General Membership at an annual General Membership meeting held April 27, 2019