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Meeting.

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## Article I. NAME AND LOCATION

### Section 1.01 Name

The name of this corporation shall be The Actorsingers, Inc.

## Section 1.02 Location

The principal place of business of this corporation shall be in the City of Nashua, County of Hillsborough, State of New Hampshire. The office location is 219 Lake Street, Nashua, New Hampshire, with the mailing address of P. O. Box 91, Nashua, New Hampshire 03061.

## Article II. POWERS, FUNCTIONS AND DISSOLUTION

### Section 2.01 Powers

The organization shall have all the powers and enjoy all the privileges granted by the laws of New Hampshire under the provisions of Chapter 292 of the Revised Statutes Annotated and the original Articles of Agreement.

The powers of the Board of Directors of the organization shall not extend beyond any of the provisions contained in these Bylaws. All other powers are reserved to the members who are voting and active.

### Section 2.02 Corporate Functions

This organization is to be considered a nonprofit, charitable organization. No pecuniary gain or profit, incidental or otherwise, to members of the organization is contemplated.

There shall be no capital stock of the organization. It is organized and operated exclusively for nonprofit purposes.

### Section 2.03 Corporate Life and Dissolution

The term for which this organization is to exist is perpetual.

In the event of dissolution of the organization, on the vote of two-thirds of its voting membership, the Board of Directors shall adopt a plan of distribution. On dissolution, whether voluntary or involuntary, the net assets remaining after the payment of all debts, shall be distributed to, between or among one or more organizations of a charitable, educational or nonprofit status. These organizations must be located in Nashua, NH and be exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any such future law. Such nonprofit organization(s) shall have purposes and functions which are similar in character to those of this organization. The same two-thirds vote of the voting membership will be required to determine such organization(s).

## Article III. PURPOSES AND OBJECTIVES

### Section 3.01 Purposes

The organization is formed for the purpose of serving the public interest at all times and whose general purposes are cultural, educational and charitable in nature.

### Section 3.02 Objectives

The objectives of this organization shall be:

- a) To promote high standards of excellence in theatrical endeavors in the community.
- b) To encourage participation in theatre arts, regardless of race, creed, religion, sex, or national origin.
- c) To maintain the dignity and standards of the American theatre.
- d) To channel an exchange of ideas and talents between community theatres in New Hampshire.
- e) To lend encouragement, provide education and training, and award charitable scholarships to youthful talent with aspirations in theatre.
- f) To promote social and friendly relations among members and fellow community theatre groups.

## Article IV. MEMBERSHIP

### Section 4.01 Classification

#### (a) Life Membership

Shall consist of those voting members who have continued in active status for a minimum of fifteen consecutive years, as determined by the Membership Committee.

Life Members may participate in all activities of the organization, including:

- i. Right to vote,
- ii. Right to hold office,
- iii. Right to perform onstage,
- iv. Right to attend any social functions,
- v. Right to all public correspondence and newsletters,
- vi. Payment of dues is waived.

## **(b) Active Membership**

Shall consist of:

- i. Life members who have participated in at least one Actorsingers production or Actorsingers sanctioned function within the fiscal year.
- ii. Members who have paid membership dues for two consecutive fiscal years, participated in at least one Actorsingers production or Actorsingers sanctioned function in the prior fiscal year, and who are at least 18 years of age.

An Active Member is entitled to all privileges of the organization, including the right to hold office, the right to vote, participation in major productions, and to perform on stage.

## **(c) Associate Membership**

Shall consist of those members who have paid dues but cannot vote or hold office, because they have not yet met the requirements for active membership. They are entitled to all other privileges of membership, including social events, newsletters, committee assignments, and benefit performances.

## **(d) Family Membership**

Shall consist of 2 or more members living at the same address, including any children.

## **Section 4.02 Eligibility**

Present members who are members at the time of adoption or revision of Bylaws affecting membership classification shall automatically be a member in the same or revised membership classification.

## **Section 4.03 Sanctioned Functions for Membership**

Sanctioned functions for membership are defined by the Board of Directors in the Policy and Procedures Manual.

## **Article V. DUES**

### **Section 5.01 Period**

Dues are for a period of one year from September 15 through September 14. Such monies collected shall be remanded to the treasurer in a timely manner.

## Section 5.02 Structure

The membership dues structure may be reviewed periodically by the Board of Directors who may recommend changes if warranted to the General Membership.

## Section 5.03 Modifications

Membership Dues may be established or changed by a vote of the General Membership at an Annual Meeting, provided that the notice of such meeting shall include such proposed changes. A two-thirds majority of the voting members present at the meeting shall be required to effect any change in the established dues structure. Approved changes become effective at the beginning of the next fiscal year.

## Section 5.04 Categories

Membership categories for dues paying members shall consist of:

- a. Individual members
- b. Family membership

## Section 5.05 Eligibility to Vote

In order to vote on any issue at a membership meeting, dues must have been paid in full ten days prior to such meeting and vote.

## Section 5.06 Eligibility to Perform

Only Life or dues-paying members may appear on stage.

## Article VI. FISCAL

### Section 6.01 Fiscal Year

The fiscal year shall be July 1 through June 30.

### Section 6.02 Budget Approval

The Board of Directors shall be responsible for final approval of all of the organizations budgets.

### Section 6.03 Outside Auditors and Services

Outside public auditors or other professional service shall be retained at the discretion of the Board of Directors at reasonable cost.

### Section 6.04 Signatory Authority

All checks, contracts and other instruments under seal, shall be signed by both the

President and Treasurer. This privilege and/or procedure is subject to approval or revision by the Board of Directors.

## **Section 6.05 Bonding**

The office of the Treasurer shall be bonded in a sum determined by the Board of Directors.

## **Section 6.06 Deposits and Transactions**

All funds of the organization shall be deposited into financial vehicles authorized by the Board of Directors, and may be expended only in furtherance of the organization's purposes.

## **Section 6.07 Salary Policy**

No officer or member shall receive a salary for his/her services as such, but shall be entitled to reimbursement for reasonable expenses incurred in connection with the organization's business.

## **Section 6.08 Property Rental**

Public rental of property of the organization shall be permitted. Rules and regulations governing such rentals will be found in the Policy and Procedure Manual.

## **Section 6.09 Reserves**

The Board of Directors may create reserves for such purposes as it shall think beneficial to the organization, and may abolish the reserves in the manner created.

## **Section 6.10 Commercial Transactions**

Commercial transactions between Actorsingers and any member of the organization may be authorized by a two-thirds affirmative vote of the Board of Directors provided a minimum of one other bid for the same service has been received.

## **Article VII. OFFICERS, TERMS, DUTIES**

### **Section 7.01 Officers/Executive Board**

The officers of the organization shall be a President, Vice President, Treasurer, Corresponding Secretary and Recording Secretary and such Officers shall constitute the Executive Board. There shall be six Directors who shall assist the President and other Officers in their duties.

The full Board of Directors shall consist of:

- i. Five elected Officers.
- ii. Six elected Directors.
- iii. One Ex-Officio (immediately former) President who serves as a non-voting advisor to the President and the Board of Directors.

### **(a) Board of Directors**

The Board of Directors shall:

- i. Be composed of Life or Active Members of the organization.
- ii. No two members of any household, defined as spouses or relatives of any sort will be allowed to serve on the Board of Directors together at any time for as long as one or the other holds office either actively or as ex officio.
- iii. Administer the affairs of the organization.
- iv. Ratify all appointments of the President.
- v. Appoint all key production personnel in accordance with the procedures outlined in the Policy and Procedures Manual.
- vi. Make appointments, employ professionals and set up practices as deemed necessary for the orderly and efficient conduct of the affairs of the organization and the management of its properties.
- vii. Initiate and/or review proposed amendments and resolutions to the Bylaws and Policy and Procedures Manual to determine proper format in which to present them to the general membership for approval.
- viii. Approve all workshops, benefit performances and projects involving financial expenditures, use of corporate properties or the name of the organization.
- ix. Adopt an annual budget.

Subject to the ultimate authority which rests in the general membership, the Board of Directors shall define the policies of the organization and shall have full administrative direction of the organization, subject to the Bylaws and these limitations:

### **(i) Limitations**

1. The Board does not have authority to borrow money or otherwise incur indebtedness on behalf of the organization or to secure such indebtedness without approval of the general membership.

### **(b) Term of Office**

The term of office for each elected Officer on the Executive Board shall be for one year. The term for elected Directors shall be two years.

Only Active Members and Life members of the organization shall be eligible for election as Officers or Directors.

All Officers and Directors shall serve until their respective successors are elected and have accepted office. Officers shall take office at the close of the annual meeting and serve until the close of the next annual meeting. Directors shall take office at the close of the annual meeting and serve until the close of the annual meeting two years hence.

### (c) Length of Term

Members of the Board of Directors shall not serve more than two consecutive terms, except the Treasurer who may serve three consecutive terms. An Officer or Director is eligible to be elected by the Membership, or the Executive Board following a vacancy in office, to serve on the Board after an absence of one year following the end of their respective term limits.

### (d) Transition

All Officers/Directors must offer assistance to their successors in office and meet for an orderly transition of records and information concerning current projects no later than 30 days following election of new officers.

Violation or lack of cooperation in this respect, as judged by the full Executive Board (majority vote), will be deemed sufficient for recommendation for removal from office of the new Officer/Director and/or prevent the retiring Officer/Director from holding office in the future.

### (e) Vacancy in Office

In the event of a vacancy in any of the offices by reason of resignation, death or termination of such Officer's/ Director's membership in the organization prior to the expiration of his/her term of office, the Executive Board shall elect his/her successor to serve only until the end of the current fiscal year, at which time, the general membership, with proper notice and election procedure, shall vote on the successor to this office for the unexpired or new term.

### (f) Removal from Office

Any of the Officers/Directors may be removed with or without cause by four-fifths vote of the full Board of Directors or two-thirds majority of the voting membership, with written notice of such action to the general membership within 30 days, but not before a successor is chosen. In case of removal by the Board of Directors, right of one appeal by the removed Officer/ Director may be made in writing within ten days of removal and presented to the Executive Board for action. This must be voted upon at the next regularly scheduled Board meeting, but no later than 25 days after removal.

Upon removal from office, the Officer/Director is not eligible for re-election or appointment to the Board of Directors for a period of three years from the date of

removal. Records of such removal shall be maintained by the Recording Secretary and the Nominating Committee.

Automatic Removal will be initiated by the Board of Directors if one or more of the following occurs: i. Failure on the part of any Officer/Director to attend two consecutive regular Board meetings, without written notice of explanation, and/or ii. Failure to perform the specific duties of his/her office as outlined in the Bylaws.

### **(g) Conflict of Interest**

New Hampshire charitable organizations are required to adopt conflict of interest policies pursuant to RSA 7:19-a, IV. The following sections outline the Actorsingers Conflict of Interest policy.

### **(i) Disclosure and Voting Requirements**

Any possible conflict of interest on the part of any Officer/Director shall be disclosed in writing to the Board and made a matter of record through an annual procedure. In addition, the Officer/Director shall disclose any conflict of interest when a specific issue or transaction comes before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the charity during the fiscal year were absent during both the discussion and the voting on the transaction. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy.

### **(ii) Other Statutory Requirements**

The Board will comply with all requirements of New Hampshire law dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292: 6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, an absolute prohibition on any loans to any director or, and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from or to an officer or director without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the statutes.

## **Section 7.02 Duties of Officers**

### **(a) President**

Shall preside at all meetings of the organization and the Board of Directors and sets the agenda to be followed. He/she shall:

- i. Appoint all standing and special committee chair, including the Parliamentarian, subject to approval of the Board of Directors.
- ii. Perform all the duties and responsibilities specified in the Bylaws and Policies and Procedures of the organization.
- iii. Receive whatever additional authority that may be invested in the President by the Board of Directors.
- iv. Serve as representative of the organization as required in the community, or appoint a representative member for such purpose.
- v. Manage a coordinated program for the organization, including projects and activities for the ensuing fiscal year in accordance with the goals and objectives of the organization.

### **(b) Vice President**

Shall perform all the functions of the President in his/her absence and any other special duties the President or Board of Directors may assign him/her. He/she shall:

- i. Act in the capacity of Property Manager of the organization, maintaining and/or improving the grounds and building facilities, either as labor or as overseer. The Vice President shall have the authority to appoint Assistant Properties Managers as may be needed with authority to execute these duties as requested. The Vice President shall advise the Board of Directors as to these appointments, but does not require Board approval.
- ii. Succeed immediately to the Office of the President in the event of a temporary absence or incapacity of the President. In this case, the Vice President shall perform the duties of and have the same authority as the President. In the case of any question concerning the incapacity of the President, the Board of Directors shall decide if a temporary or permanent vacancy has occurred.
- iii. Assume such responsibilities as are assigned by the President and the Board of Directors.

### **(c) Treasurer**

Shall be responsible for all monies and other properties of the organization entrusted to him. He/she shall:

- i. Keep correct and complete records of all accounts of the finances of the organization, which records shall be open for inspection, at all reasonable times, to the President or the Board of Directors.

- ii. Disburse monies by check or otherwise by the direction of the President and Board of Directors upon presentation of bills or properly executed vouchers as defined in the Policy and Procedures manual.
- iii. Present written reports of current financial status at all regular Board meetings and general membership meetings, showing all income and expenses since the last report.
- iv. Inform the Board of any requested disbursement of funds not provided for in the budget.
- v. Serve as a member of any financial budget committee.
- vi. Satisfy all financial requirements of the organization pertaining to taxation and government statutes.
- vii. Coordinate the monies collected by various committee chair for orderly control and audit.
- viii. Supervise all production disbursements by staff and committees on a regular basis and supervise in accordance with established budget quotas or realistic needs.
- ix. Provide financial advice and analysis to the Board of Directors regarding financial trends and needs of the organization.
- x. Have duties and powers usual to the office of Treasurer and perform such duties that may be assigned to him/her by the President or the Board of Directors.

### **(d) Recording Secretary**

Shall take minutes and record the proceedings of all official meetings of the Board of Directors and the general membership and transcribe such minutes to be made available to the Board of Directors by the next regular meeting. He/she shall:

- i. Maintain minutes and records in an orderly fashion for permanent record and turn them over to his/her successor in like manner. Guidance on content to be recorded in the minutes should be followed per Roberts Rules of Order<sup>1</sup>, "Not only is it not necessary to summarize matters discussed at a meeting in the minutes of that meeting, it is improper to do so. Minutes are a record of what was done at a meeting, not a record of what was said."
- ii. Have custody of all corporate documents and maintain them in a neat and orderly manner.

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<sup>1</sup> Robert's Rules of Order Newly Revised [RONR](11th ed., Da Capo Press, 2011), p. 468, ll. 16-18; see also p. 146 of Robert's Rules of Order Newly Revised In Brief [RONRIB], Da Capo Press, 2011

iii. Perform such other duties as may be assigned by the President or the Board of Directors.

### **(e) Corresponding Secretary**

Shall manage correspondence for the organization. He/she shall:

- i. Attend to official correspondence of the organization at the direction of the President or the Board of Directors.
- ii. Act as official liaison between the Board of Directors and the organization's newsletter staff.
- iii. Oversees securing rights, materials, permits, and contracts for productions and regularly updates the Board on their status.
- iv. Create and maintain a calendar of desired performance dates in a timely fashion. Obtain Board approval for all performance schedules.
- v. Oversees all other actions required to schedule and rent performance venues as needed and regularly update the Board on scheduling status.
- vi. Organize director interviews & show proposals for Board of Directors.

### **(f) Retired President - Ex-Officio Member**

Shall serve on the Board of Directors as an advisor. He/she shall:

- i. Participate freely in Board discussions.
- ii. Not have the power to vote on the Board.
- iii. Be able to handle committee assignments.
- iv. Be subject to the same Bylaws and rules and regulations as other Board members.
- v. Not be replaced in the event of removal or incapacity to serve on the Board.
- vi. Perform those duties assigned by the President or Board of Directors.

## Article VIII. COMMITTEES AND DUTIES

### Section 8.01 Standing Committees

Standing committees of this organization shall consist of the following whose specific duties are outlined in the Policy and Procedure Manual.

#### (a) Membership Committee

The Membership Committee determines membership eligibility, rules, collects dues, maintains current membership lists and provides membership forms. They shall provide the Board with updated membership lists on a timely basis.

#### (b) Bylaw and Policy and Procedure Committee

The Bylaw and Policy and Procedure Committee formulates and proposes needed revisions and innovations to the Board of Directors to the existing bylaws and policies and procedures governing the organization, and maintains publication and posting for general availability to the Board of Directors and the general membership.

#### (c) Nominating Committee

The Nominating Committee collects nominations for the various open positions for the next Board of Directors (officers and 3 directors annually), screens nominees, and presents a written list of candidates to the current Board of Directors at the April Board Meeting.

#### (d) Play Reading Committee

The Play Reading Committee collects suggestions, reads, analyzes, documents committee proceedings with a written report to be filed with the Recording Secretary, and recommends to the Board at least three productions. The Board of Directors will make final selections. Suggestions for show may be obtained from interested parties through oral or written means.

#### (e) Scholarship Committee

The Scholarship Committee gathers names for memorial recognition, collects applications, deems merit, awards scholarship monies to graduating high school students who will be continuing their studies, and notifies the Board of the committee's findings. Scholarship candidates must be Members of Actorsingers, either individually or through a Family Membership.

#### (f) Awards Committee

The Awards Committee collects names of meritorious members for recognition, determines winners, notifies the Board of the committee's findings, and presents the awards at the Annual Meeting.

## Section 8.02 Standing Committee Nominations and Appointments

### (a) Nominations

The President shall present to the Board of Directors, no later than sixty (60) days following the annual election meeting, the names for nomination to the chair of each standing committee.

The prospective chair will have been properly researched and qualified as to eligibility for each post and advised of their duties prior to acceptance. They shall have the responsibility to organize their own staffs.

Members in good standing and all classes of membership are eligible to appointment.

The Board of Directors will vote upon the nominations at the meeting which nominations are presented, unless further deliberation is necessary. All committee posts must be confirmed no later than at the Board meeting in October.

### (b) Committee Term

Committee chair shall be appointed for a term of one year and may be reappointed.

### (c) Standing Committee Appointments

Members of standing committees shall be appointed by the chair of each standing committee.

### (d) Temporary Duties

The Board of Directors may temporarily assume the duties and functions of any standing committee, except the Nominating Committee, if it is deemed wise and expedient. While the Board acts as a standing committee, any previously appointed members of such committee shall cease to act as such, unless asked by the Board to continue serving such committee alongside with Board members.

### (e) Committee Duties and Responsibilities

All committees shall fulfill their duties and responsibilities as prescribed in the Policy and Procedures Manual.

### (f) Other Committees

The President may appoint, and the Board may approve any other special committees to be created for a specific duty, purpose, or function

## Section 8.03 Special Appointees

The President shall, subject to the approval of the Board, appoint the following non-elective posts within sixty (60) days following the annual election of officers:

### **(a) Historian**

Maintains a historical record of events of the year, organizes historical documents, and properly stores historical documents.

### **(b) Parliamentarian**

Maintains order during General Membership meetings using Roberts Rules of Order.

### **(c) Costume Manager**

Manages costuming requests from outside groups & monitors costume organization.

### **(d) Membership Chair**

Processes membership applications, collects dues, maintains current membership list, tracks membership participation in productions, and provides membership forms.

### **(e) Newsletter Editor**

Gathers information and publishes organization's newsletter, The Ovation, according to the procedures stated in Article XIII.

### **(f) Social Secretary**

Manages organization's calendar and regularly communicates organizational information to the membership.

### **(g) Webmaster**

Maintains organization's website.

### **(h) New Hampshire Theatre Awards (NHTA) Liaison**

Submits show information to NHTA for adjudication, informs production box office about adjudicator ticket requests, monitors adjudicator status of Actorsingers members, and informs Board about NHTA proceedings.

### **(i) New Hampshire Community Theater Association (NHCTA) Liaison**

Submits show information to NHCTA for festival acceptance, and informs Board about NHCTA proceedings.

### **(j) Ticket Chair**

Processes ticket requests, works with Treasurer to manage money according to Policy and Procedures Manual, and reports ticket sales for each production at semi-annual and annual meetings.

### **(k) Subscription Chair**

Maintains records of season subscriptions and reports subscription totals at semi-

annual and annual meetings.

## **(l) Nashua Community Liaison**

This person will interface with any and all outreach organizations in the city, such as the Chamber of Commerce, subject to Board oversight and direction. The Liaison will attend meetings and promote our organization events through their marketing opportunities. Duties and responsibilities of each of these functions are outlined in the Policy and Procedures Manual.

## **(m) Technical Advisor**

Advise the Board on decisions pertaining to technical aspects of productions, and provide guidance to productions on production safety.

## **Section 8.04 Directors**

All Directors of major productions and special shows will be appointed by the Board of Directors.

Terms and conditions for directing will be determined by the Board at the time of appointment and shall be a written contract.

Rules and procedures governing the interview, choice and announcement of Directors are outlined in the Policies and Procedures Manual.

## **Article IX. POLICY AND PROCEDURES**

### **Section 9.01 Publication**

The policies and procedures adopted by the Board of Directors and/or general membership, shall be published by the organization in a separate manual and filed with the recording secretary.

The Bylaws/Policy and Procedures Committee will have the responsibility for revisions and upkeep of the manual.

### **Section 9.02 Modification**

The Policy and Procedures manual may be amended by a majority vote of the Board of Directors or a majority vote of the general membership.

## Article X. MEETINGS

### Section 10.01 General Membership

#### (a) Location

All meetings shall be held in Nashua, New Hampshire.

#### (b) Quorum

A quorum at any general meeting of the organization shall consist of 25% of the active membership. In the case of a dispute, the Membership Chair's list, as recorded ten (10) days prior to any meeting, shall be the official list. A majority of votes cast is required for passage of regular motions.

#### (c) Notice

A notice of each general meeting shall be sent by mail (physical and/or electronic) to the last known address of each member at least ten (10) days prior to the date fixed for holding the meeting. Such notice shall state the time and place of the meeting, and in the case of a special meeting, the purpose for which it is called. The Corresponding Secretary shall ensure that all members receive 7 days' notice of any general meeting. Notice must be via physical mail, except for those members who opt-in to electronic membership communications.

#### (d) Annual Meeting

The annual meeting of the organization shall be on the second Monday in June of each year at such time and place as the Board of Directors may designate.

#### (e) Election of Officers

Election of officers will be held at the annual meeting in the manner and procedure as outlined in the Policy and Procedure Manual.

- i. The Parliamentarian or President shall act as Election Officer.
- ii. Voting shall be by count of raised hands or by ballot, as the Parliamentarian or President deems necessary.
- iii. Nominees presented by the Nominating Committee are not required to be present at the meeting in order to be elected.
- iv. In addition to the nominees presented by the Nominating Committee, candidates may be nominated from the floor.
- v. Candidates nominated from the floor must either be present at the meeting or have indicated in writing their willingness to accept the specific office for which they are nominated.

vi. Candidates shall be elected by a majority vote and voting shall continue until this is achieved.

vii. Any candidate for the office of President must have previously served at least one term on the Board of Directors within the last ten years.

### **(f) Semi-annual Meeting**

The semi-annual meeting shall be held during the month of January with specific date, time, and place designated by the Board of Directors.

### **(g) Voting**

Each voting member in good standing shall have one vote, and there shall be no proxy vote. The President is allowed to vote when vote is by ballot.

### **(h) Acting Parliamentarian**

In the absence of a recognized Parliamentarian, the President can designate an acting Parliamentarian or assume the position.

## **Section 10.02 Board of Directors Meetings**

### **(a) Executive Board Meetings**

There shall be no official recognized meeting of the Executive Board – only the full Board of Directors comprising eleven members.

### **(b) Quorum**

A minimum of six members of the Board of Directors, not including the Ex-Officio member, shall constitute a quorum at any meeting --three of whom must be members of the Executive Board. A majority vote of all voting Board members shall prevail at such meetings.

### **(c) Voting of the President**

The President will be allowed to vote in the event of a tie or to create a quorum. In the absence of the President with the Vice President as chairperson, the same rule applies.

### **(d) Temporary Chairperson**

If neither the President or the Vice-President is present, the Board members will elect, by majority ballot, the temporary chairperson for the meeting at hand.

### **(e) Proxy Votes**

No proxy votes shall be allowed.

## (f) Meeting Time and Place

Meetings will be held monthly at a time and place designated by the President, and follow the rules and procedures in accord with the Bylaws and Policy and Procedure Manual.

## Section 10.03 Rules of Order

The organization meetings shall be guided by Roberts Rules of Order<sup>2</sup> except where otherwise expressly provided for in these Bylaws or Policy and Procedure Manual.

## Section 10.04 Special or Emergency Board Meetings

The President may call an emergency meeting at any time upon majority consent of the Board and a quorum voting.

A vote of the Board of Directors may be taken by mail (physical or electronic) or telephone at the request of the President. Such vote shall have the force and effect of a vote taken at a meeting and shall be properly recorded by the Recording Secretary and reported at the next meeting.

## Section 10.05 Reports

The Board of Directors shall report to the general membership, at the semi-annual and annual meetings, the business transacted by the Board since the previous meeting. The minutes for a general membership meeting shall be presented for approval at the next following general membership meeting, whether semi-annual or annual.

## Section 10.06 Decorum

Reasonable decorum and good order must be maintained if business is to be carried out. Proper decorum will be the responsibility of the Chairperson and/or Parliamentarian.

## Article XI. OFFICIAL PUBLICATION

The organization shall publish an official newsletter, which shall be published periodically and shall consist of information relating to the on-going business and activities of the organization. *The newsletter* will be sent to the membership via email, social media postings, or other such formats at the discretion of the Newsletter Editor and/or the Board of Directors.

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<sup>2</sup> Robert's Rules of Order Newly Revised [RONR](11th ed., Da Capo Press, 2011), p. 468, ll. 16-18; see also p. 146 of Robert's Rules of Order Newly Revised In Brief [RONRIB], Da Capo Press, 2011

## **Article XII. Productions**

The duties and responsibilities covering each of the following sections and subsections are covered in detail in the Actorsingers Policies and Procedures Manual. It is the intention of the organization to produce at least the following schedule of productions, except under extenuating circumstances. The Board of Directors can approve changes to the age limits for any single production.

### **Section 12.01 Main Stage Productions**

Two Main Stage Actorsingers productions for people ages 16 and above annually. People who are cast must join the organization under a family or individual membership. The Main Stage production shall be considered official productions of the organization and will follow the Policy and Procedure Manual regulations concerning Main Stage productions.

### **Section 12.02 Junior Shows**

There shall be a Junior Actorsingers division for children ages 8-14. Children who are cast must join the organization under Family Membership. The Junior Actorsingers production shall be considered an official production of the organization, and will follow the Policy and Procedure Manual regulations concerning Junior Actorsingers shows.

### **Section 12.03 Teen Shows**

There shall be a Teen Actorsingers division for children ages 13-19. All must become members. Any Teen under the age of 16 must join the organization under Family Membership. The Teen Actorsingers production shall be considered an official production of the organization, and will follow the Policy and Procedure Manual regulations concerning Teen Actorsingers shows.

### **Section 12.04 Second Stage Productions**

A Second Stage Actorsingers production for people ages 18 and above, annually. People who are cast must join the organization under a family or individual membership. The Second Stage Actorsingers production shall be considered an official production of the organization and will follow the Policy and Procedure Manual regulations concerning Second Stage Actorsingers productions.

## **Article XIII. AMENDMENTS, ALTERATIONS, REPEAL**

### **Section 13.01 Voting**

The Bylaws of this organization may be amended, altered, or repealed by a vote of

two-thirds of the voting members present at any annual, semi-annual, or special general meeting of the organization, provided that the notice of such meeting shall include such proposed amendments, alterations or repeals.

### (a) Questions

All questions regarding the interpretation of these Bylaws shall be decided by the Board of Directors.

## ADDENDUM I – DEFINITIONS

**BYLAWS:** Code of rules or regulations accepted by a society for its own guidance.

**EXECUTIVE BOARD:** The officers of the organization holding the titles of President, Vice President, Treasurer, Corresponding Secretary and Recording Secretary.

**DUE DILIGENCE:** Proper and constant attention or work.

**FISCAL YEAR:** The financial year of the organization, as opposed to the calendar year.

**IMMEDIATE FAMILY:** Parents, siblings, children, in-laws, Aunts, Uncles, Grandparents, and First Cousins.

**MEMBERS IN GOOD STANDING:** A member who is current in dues payment and whose past performance as a member of the organization has been honest, responsible and businesslike.

**MAJORITY VOTE:** One more than half the eligible votes cast.

**TWO-THIRDS MAJORITY:** Number of voting members of a quorum present at a membership meeting required to pass a resolution to amend the Bylaws.

**POLICY AND PROCEDURES MANUAL:** A Manual comprising of guidelines for all functions of the organization. These may be amended by a majority vote of the Board of Directors.