

DRAFT

PRAIRIE PLAYERS CIVIC THEATRE
BY-LAWS OF THE CORPORATION
Revised June 2015

ARTICLE I - PURPOSE

The purpose of the corporation, as stated in its certificate of incorporation, are literary and educational (not including the operation of a post-secondary educational institution as defined by the statutes of this state) and to establish community theatre in Galesburg, Illinois, and surrounding communities. The corporation also has such powers as are now or may be hereafter granted by the General Not For Profit Act of the State of Illinois.

ARTICLE II - OFFICES

The corporation shall have and continuously maintain in this state a registered agent. The current mailing address for the organization will be listed as the registration office.

ARTICLE III - MEMBERS

SECTION A - BASIS FOR VOTING MEMBERSHIP:

Persons of at least 18 years of age, who for the previous or current year make a monetary contribution, ~~and complete a membership registration~~, shall be voting members of the corporation for that year.

SECTION B - VOTING RIGHTS:

Each voting member shall have one vote on each matter submitted to a vote on matters of the corporation at any ~~Quarterly~~, Annual or Special meeting of the membership.

SECTION C - BASIS FOR MEMBERSHIP

The Board of Directors may establish other categories of membership. Those members shall not be entitled to vote on matters of the corporation.

ARTICLE IV- MEETING OF MEMBERS

SECTION A - MEETINGS:

Meetings of the members and voting members shall be conducted in accordance with the most recently published edition of ROBERT'S RULES OF ORDER.

SECTION B - ANNUAL MEETING:

An ~~a~~Annual meeting of the members shall be held in September of each year. The purpose of the meeting is the transaction of business as may come before the meeting, and the election of the governance committee ~~and members of the Board of Directors.~~

~~**SECTION C - QUARTERLY MEETINGS:**~~

~~The quarterly meetings of the members shall be held in December, March and June of each fiscal year for the purpose of such business as may come before the meeting. Election of the Board members for the next fiscal year will take place during the June meeting.~~

SECTION ~~DC~~ - SPECIAL MEETINGS:

Special meetings of the members may be called by either the President of the Board of Directors, the Board of Directors, or by a number that constitutes a quorum of the corporation's membership. ~~Election of the Board members for the next fiscal year will take place during the~~ ~~Special meeting to be held prior to the Annual meeting June meeting.~~

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SECTION ~~ED~~ - PLACE OF MEETINGS:

The Board of Directors or the President of the Board of Directors shall designate a place for any meeting of the members.

SECTION ~~FE~~ - NOTICE OF MEETINGS:

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail or electronically to each member entitled to vote at such meeting, not less than ten (10) or more than forty (40) days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as it appears in the records of the corporation with postage thereon prepaid. If sent electronically, notice of the meeting shall be deemed delivered when successfully sent to the e-mail address provided to the corporation by the member.

SECTION ~~GF~~ - QUORUM:

Five percent (5%) of the voting membership, as defined in Article III, Section A shall constitute a quorum.

SECTION ~~HG~~ - PROXIES:

No vote by proxy shall be allowed.

ARTICLE V - BOARD OF DIRECTORS

SECTION A - GENERAL POWERS:

The affairs and operation of the corporation shall be managed by its Board of Directors acting as agents of the voting membership. Immediate family members of employees shall not serve on the Board of Directors.

SECTION B - NUMBER AND TERM:

The Board of Directors shall consist of twelve (12) members of the corporation. Each director shall serve for a term of three (3) years. No director shall serve more than two (2) full consecutive terms nor more than seven and a half (7 1/2) years without taking a mandatory twelve month leave before reelection to the board.

SECTION C - ELECTION:

Four (4) Board members' terms will expire each year. Directors shall be elected by the voting members of the corporation at ~~the June Quarterly~~ ~~the Annual Meeting held in September.~~ ~~a Special meeting to be held not more than Sixty (60) days before the Annual meeting.~~

SECTION D - QUALIFICATION:

Each member of the Board of Directors shall be a voting member of the corporation as defined in Article III, Section A.

SECTION E - OFFICERS:

Four (4) of the said Directors shall be the President, Vice President, Treasurer and Secretary.

SECTION F - EX-OFFICIO MEMBERS:

The Managing Director and staff may, at the discretion of the Board of Directors, be ex-officio members. Ex-officio members shall not have voting rights in personnel matters.

SECTION G - REGULAR MEETINGS:

A regular meeting of the Board of Directors shall be held without other notice immediately after the annual meeting of the members, and at least monthly thereafter until the next annual membership meeting. A portion of each meeting may be reserved for the Board to meet in closed session. The Board of Directors may provide by resolution the time and place for the holding of its regular meetings.

SECTION H - SPECIAL MEETINGS:

Special meetings of the board of Directors may be called by or at the request of the President, or any four (4) directors. The person or persons calling a special meeting of the Board shall fix the place, day and hour of said meeting.

1. NOTICE OF SPECIAL MEETINGS:

Notice of any special meeting of the Board of Directors, with its purpose so stated, shall be given at least one (1) week previously thereto by written notice sent by mail or e-mail to each director at his address as shown by the records of the corporation. If mailed, such notices shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereupon prepaid. If sent electronically, notice shall be deemed delivered when successfully sent to the e-mail address provided by the member.

2. WAIVER OF NOTICE:

Any director may waive written notice of any special meeting. The attendance of the director at such meeting shall constitute a waiver of notice, except where a director attends for the express purpose of objecting the transaction of any business because the meeting is not legally called or convened.

SECTION I - EMERGENCY MEETINGS:

The President of the Board of Directors may call an emergency meeting of the Board of Directors if it is determined that a sudden, unexpected state of affairs exists that requires immediate action. Notice of such meeting and its purpose shall be delivered in any form to all Board Members.

SECTION J - QUORUM:

A quorum for any meeting of the Board of Directors shall consist of a majority of the duly elected directors.

SECTION K - MANNER OF VOTING:

The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these by-laws.

SECTION L - REMOVAL:

Any officer, or agent elected or appointed by the voting members of the corporation, may be removed by 2/3 majority of those voting members present at any annual, ~~quarterly~~ or special meeting, whenever in its judgment, the best interest of the corporation would be served.

SECTION M - VACANCIES:

Any candidate to fill a vacancy occurring in the Board of Directors shall be elected by the Board of Directors by the second meeting following the vacancy. A director to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION N - COMPENSATION:

Directors as such shall not receive compensation for that service. However, nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION O - ATTENDANCE:

If a member of the Board of Directors shall fail to attend three (3) consecutive, or a total of four meetings, within a 12-month period and has not been excused by the Board of Directors, he/she shall cease to be a member of the Board of Directors and shall be replaced as stated in Article V, Section L. Any member who has missed two (2) consecutive, or three (3) total meetings should be given notice by mail from the

Governance Committee that he/she is in jeopardy of being disqualified as a Board Member prior to the next regularly scheduled board meeting.

ARTICLE VI - OFFICERS

SECTION A - ELECTION OF OFFICERS:

A President, Vice President, Treasurer and Secretary shall be elected by the Board of Directors at its first meeting following the annual meeting of members. No two offices may be held by the same person.

SECTION B - TERM OF OFFICE:

The President, Vice President, Treasurer and Secretary shall hold office until the first meeting of the Board of Directors after the annual meeting of members, and until their successors shall have been duly elected.

SECTION C - REMOVAL:

Any officer, or agent elected or appointed by the voting members of the corporation, may be removed by 2/3 majority of those voting members present at ~~any annual~~ the Annual quarterly or special meeting, whenever in its judgment, the best interest of the corporation would be served.

SECTION D - PRESIDENT:

The President shall be the principal executive officer of the corporation, and shall in general supervise the business affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors, and shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Directors of the corporation.

SECTION E - VICE PRESIDENT:

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall chair the personnel committee, and shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

SECTION F - TREASURER:

In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Treasurer shall perform the duties of the President, and when doing so, shall have all the powers of and be subject to all the restrictions upon the President.

If requested by the Board of Directors, the Treasurer or designated employee shall give bond for the faithful discharge of his duties in such sum with such sureties as the Board of Directors shall determine. The Treasurer or designated employee shall have and give receipts for monies due and payable to the corporation, deposit any such monies in the name of the corporation in such banks or other depositories as shall be selected.

The Treasurer or designated employee shall prepare and submit all quarterly and annual reports as required, and maintain ledgers. The Board of Directors may assign any of the Treasurer's duties to an employee of the corporation.

SECTION G - SECRETARY:

The Secretary or designated employee shall keep the minutes and attendance of the meetings of the members and of the corporate Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law, be custodian of the corporate records, see that the seal of the corporation is affixed to all necessary documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, and keep a register of the post office address of each Board member.

ARTICLE VII - COMMITTEES:

SECTION A - STANDING COMMITTEES:

1. GOVERNANCE COMMITTEE:

At the annual meeting of the corporation, the members shall elect a five (5) member governance committee, at least three (3) of whom shall be voting members who are not on its Board of Directors. The President shall appoint a temporary chair to call the first meeting, at which time a chair will be elected from the committee members. The purpose of this committee shall be to:

- A. present a slate of nominees for the vacancies on the Board of Directors at the ~~May-June board-Board of Directors~~ meeting, for voting upon at ~~a Special membership meeting to be held not more than Sixty (60) days before the Annual meeting~~the June membership meeting, and present candidates to fill any unexpired term if a vacancy occurs on the Board of Directors; and
- B. Be involved in activities of recruitment, orientation, and board development, and to process issues pertaining to the Board of Directors and committees formed by the board. The term of office of this committee shall be twelve (12) months.

2. PERSONNEL COMMITTEE:

When the corporation has any employees, the Board of Directors shall establish a personnel committee whose term of office shall be twelve (12) months. The Vice President shall chair the Personnel Committee and shall submit the names of two (2) additional members from the Board of Directors to serve on this committee. The purpose of the Personnel Committee shall be to develop, maintain and review at least annually:

- A. A wage and salary administration program that insures similar remuneration for similar responsibility, education and experience.
- B. Written job descriptions insuring compliance with federal, state and local laws and regulations governing equal opportunity, minimum wage, etc.;
- C. Performance of employees, including disciplinary action, if necessary.

3. FINANCE COMMITTEE:

The Finance Committee shall be comprised of the Treasurer, as chairperson, one other Board Member and three (3) members of the corporation. The term of office shall be twelve months. The Treasurer, as chairperson, shall submit four (4) nominees for this committee to be approved by the Board of Directors at its second meeting.

The function of the Finance Committee shall be to periodically review and examine the financial records of the corporation and make recommendations to the Board of Directors on items relating to the finances of the corporation.

SECTION B - OTHER COMMITTEES:

The President of the Board of Directors, Board Members, or voting membership may ask for the election or appointment of any committee to perform such functions as may be defined by the Board of Directors. Any committee so established shall continue as such until the next annual meeting of the members of the corporation.

ARTICLE VIII - EMPLOYEES

The Board of Directors may retain a paid Managing Director and other paid employees to carry out those affairs and operations of the corporation authorized and determined by the voting membership.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION A - CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or specific.

SECTION B - CHECKS, DRAFTS, ETC.:

All checks, drafts, or other order for payment of money, notes or other evidence 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 the Board of Directors.

SECTION C - DEPOSITS:

All funds of the corporation 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 D - GIFTS:

The Board of Directors or its authorized agent may accept on behalf of the corporation any contribution, gift or bequest or device for any general purpose or for any specific purpose of the corporation.

SECTION E - AUDITS:

The corporation shall have an outside audit of all finances annually or at the discretion of the Board of Directors.

ARTICLE X - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts in accordance with Article VI, Section F, and shall also keep minutes of the proceedings of its members and of its Board of Directors in accordance with Article VI, Section G.

ARTICLE XI - SEAL

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle, and shall have inscribed thereon the name of the corporation, and the words, "Corporate Seal, Illinois".

ARTICLE XII - BY LAWS

SECTION A - AMENDMENTS TO THE BY-LAWS:

These By-Laws may be altered or repealed and new By-Laws adopted by a majority vote of the members present at any meeting of members provided that a quorum is present and that at least thirty (30) days written notice is given of intention to alter, amend, repeal, or to adopt new By-Laws at such meeting.

SECTION B - REVIEWING:

These By-Laws shall be reviewed annually by the governance committee.

ARTICLE XIII - DISSOLUTION

In the event of dissolution of this corporation, all assets of the corporation shall be given and distributed to a Not For Profit Organization having similar purpose to those of this corporation, to be designated by the voting members of this corporation.