

Orange Park Community Theatre

Bylaws

Table of Contents

ARTICLE I - NAME	3
ARTICLE II - PURPOSES	3
ARTICLE III - OFFICERS	3
Section 1. The Officers of the Corporation (The Officers):	3
Section 2. Duties of the President:.....	3
Section 3. Duties of the Executive Vice President:	3
Section 4. Duties of the First Vice President:	3
Section 5. Duties of the Second Vice President:	4
Section 6. Duties of the Recording Secretary:	4
Section 7. Duties of the Treasurer:	4
Section 8. Voting rights of the Executive Committee:	4
ARTICLE IV - BOARD OF DIRECTORS	4
Section 1. Consistency.	4
Section 2. Number of Directors-at-Large.	5
Section 3. Authority.	5
Section 4. Quorum.....	5
Section 5. Investments.....	5
Section 6. Dismissal due to Attendance.	5
Section 7. Dismissal due to Conduct.....	5
Section 8. Board Vacancies.....	5
Section 9. Voting Rights.	5

ARTICLE V - MEETINGS6

 Section 1. The Annual Meeting.6

 Section 2. Board Meetings.6

 Section 3. Calling a Special Meeting.6

 Section 4. Meeting Process Governance.6

 Section 5. Meeting Date Conflicts.6

ARTICLE VI - MEMBERSHIP6

 Section 1. Membership Status.....6

 Section 2. Voting Rights.7

ARTICLE VII - ELECTING / APPOINTING OFFICERS AND TERMS OF OFFICE.....7

 Section 1. Elections.....7

 Section 2: Nominations.....7

 Section 3. Terms of Office.....7

 Section 4. Date of Term Commencement.7

 Section 5. Appointed Positions.....7

ARTICLE VIII - COMMITTEES8

ARTICLE IX - PROVISION FOR DISSOLUTION8

ARTICLE X - AMENDMENTS8

 Section 1. Amendment.....8

 Section 2. Acceptance.8

ARTICLE I - NAME

This Corporation shall be known as The Orange Park Community Theatre, Inc., a non-profit Florida Corporation.

ARTICLE II - PURPOSES

The general nature of the objectives and purposes of this Corporation shall be to perpetuate live theater entertainment and thereby promote the cultural, educational, literary, civic, and philanthropic welfare of the community.

ARTICLE III - OFFICERS

Section 1. The Officers of the Corporation (The Officers):

The Officers of the Board of Directors, also known as the Executive Committee, shall consist of the President, Executive Vice President, First Vice President, Second Vice President, Secretary (an appointed position), and Treasurer (an appointed position).

Section 2. Duties of the President:

- A. Preside at all meetings of the Board of Directors (hereafter referred to as the Board), the Annual Meeting and any Special Meetings of the Members.
- B. Make all committee appointments not provided for otherwise in these bylaws.
- C. Be a Member, ex-officio, of all committees except the Nominating Committee.
- D. Perform all duties usually pertaining to the office of President, which shall include the general overseeing of all activities on a continuing basis.
- E. Shall, with the concurrence of the Board, appoint a financial review committee to perform an independent annual review or audit at the end of each fiscal year.
- F. Shall sign for the Secretary, if necessary, all documents relating to the business transactions of the Corporation, and shall sign all checks for the Treasurer, if necessary.

Section 3. Duties of the Executive Vice President:

- A. In the absence of the President, preside at all meetings of the Board, The Annual Meeting and any Special Meetings of the Members.
- B. Responsible for Play Production Administration
- C. Serve as Play Production Committee Chairman.
- D. Serve as Play Selection Committee Chairman.

Section 4. Duties of the First Vice President:

In the absence of the President and Executive Vice President, preside at all meetings of the Board, The Annual Meeting and any Special Meetings of the Members.

Section 5. Duties of the Second Vice President:

In the absence of the President, Executive Vice President, and First Vice President, preside at all meetings of the Board, The Annual Meeting and any Special Meetings of the Members.

Section 6. Duties of the Recording Secretary:

- A. Record the minutes of regular and special meetings noting Officers and Directors-at-Large in attendance and provide necessary copies to the Board at or before each regular meeting.
- B. Maintain copies of all minutes and records related to Board Meetings, Meetings of the Membership, and any other required special meetings, other than those designated to specific roles elsewhere in the Bylaws or Policies and Procedures.
- C. Maintain a list of Officers, Directors and Large and Committee Chairpersons, including the dates they took office and dates of terms of office.
- D. Retain custody of the seal of the Corporation.

Section 7. Duties of the Treasurer:

- A. Conduct all normal financial transactions, monitor and deposit all monies and be custodian of all funds and securities of the Corporation.
- B. Must submit budget to the Board by the August Board meeting of each year.
- C. Keep a record of all financial accounts of the Corporation and provide copies of necessary financial reports to the Board of Directors at each regular meeting.
- D. Recommend financial institutions for all funds and securities.
- E. File reports and returns for all governmental agencies.
- F. Be responsible for submitting current signature cards upon assumption of office.
- G. Monitor the financial operations of all revenue or expense Committees and/or financial endeavors.
- H. Financial duties as defined in policy and procedure.

Section 8. Voting rights of the Executive Committee:

The appointed positions of Recording Secretary and Treasurer shall have full voting rights at any meeting of the Board. Two members from the same household may not serve on the Executive Committee at the same time.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Consistency.

The Board of Directors shall consist of the Officers, immediate Past President (for a one-year term immediately following his/her departure from office), and Directors-at-Large who are elected by the Members of the Theatre at the Annual Meeting or appointed by the President to fill a vacancy.

Section 2. Number of Directors-at-Large.

The Board shall determine the number of Directors-at-Large needed to conduct business. The number of Director positions available at any given time will be according to OPCT policy and procedure.

Section 3. Authority.

The Board shall transact all business of the Corporation not otherwise delegated to the Officers. It shall determine the policies, fiscal matters and, in general, assume responsibility for the guidance of the affairs of the Corporation.

Section 4. Quorum.

A quorum of the Board shall consist of a simple majority of the Board (50% plus one) of the seated Members at the time of the meeting). Said quorum must be physically present in the meeting room or in communication by telephone / PC / conference call. The act of a majority of the Board present at a meeting when a quorum is present, shall be considered as an act of the entire Board.

Section 5. Investments.

The Board shall approve all investments of funds of the Corporation.

Section 6. Dismissal due to Attendance.

In the event a Member of the Board misses three (3) consecutive meetings or five (5) total meetings during a fiscal year, the Board shall take that member's status under advisement, and, if deemed in the best interests of the Corporation, that member may be dismissed from the Board by a majority vote of the remaining members present at the next scheduled meeting of the Board. The Recording or Corresponding Secretary shall notify that member by correspondence of any action taken by the Board.

Section 7. Dismissal due to Conduct.

In the event a member of the Board conducts them self in a manner contrary to the best interests of the Corporation, the Board shall take that member's status under advisement, and, if deemed in the best interests of the Corporation, that member may be dismissed from the Board by a majority vote of the remaining members present at the next scheduled meeting of the Board. The Recording or Corresponding Secretary shall notify that member by correspondence of any action taken by the Board.

Section 8. Board Vacancies.

Vacancies, which may occur by resignation, removal or death, may be filled by an appointment by the President with the approval of a majority of the remaining Members of the Board and the new Member shall serve the remainder of the unexpired term.

Section 9. Voting Rights.

The Immediate Past President, unless elected or appointed into another office (e.g. Directors-at-Large), is ex-officio and does not have voting privileges. The President only votes in the event of a tie. All other Officers and Board Members have one vote each, even if two or more Members of the same household hold concurrent positions as Officer and Directors-at-Large.

ARTICLE V - MEETINGS

Section 1. The Annual Meeting.

The Annual Meeting of the Members of this Corporation shall be held in the second quarter of the calendar year at a time and place to be designated by the Board of Directors with sufficient notice to the Members. Advance publication in OPCT's official newsletter is considered sufficient notice. The object of the meeting shall be to elect the Officers and Directors-at-Large who may be subject to election at the time and to vote on any proposed changes to the Bylaws. A quorum of the Members at the Annual Meeting shall consist of those Members in good standing (Members as defined by policy) who are present (present as defined by policy). No entertainment, rehearsal or other Theatre function is allowed at nor in conflict with the Annual Meeting.

Section 2. Board Meetings.

Regular meetings of the Board shall be held monthly at a time and place to be designated by the Board with sufficient notice to the Members of such meeting. Advance publication in the current OPCT newsletter is considered sufficient notice. In the event circumstances dictate that a meeting of the Board cannot be called, the President is empowered to conduct urgent business by means of a telephone or email poll of a quorum of the Executive Committee or the Board. The results of this poll shall be reported at the next meeting and recorded in the minutes. The report shall consist of at least the following: the question voted upon, the Officers and Directors-at-Large contacted and the action taken.

Section 3. Calling a Special Meeting.

The President shall be required to call a Special Meeting of the Members of this Corporation when presented with a petition for such a meeting signed by at least 10 Members of the Theatre in good standing who have been Members for at least two years. Such petition must enumerate the purpose(s) for which the meeting is to be called and the President is required to include these items on the agenda. This meeting shall be called not sooner than one week nor later than one month after the presentation of the petition and may coincide with a regular monthly meeting of the Board.

Section 4. Meeting Process Governance.

Both Annual Meetings of the Members and Board Meetings shall be conducted according to Robert's Rules of Order.

Section 5. Meeting Date Conflicts.

If a play rehearsal date coincides with the Annual Meeting, the rehearsal will be cancelled. If a play rehearsal date coincides with a Board meeting, it may proceed as long as it does not interfere with having a quorum in attendance at the meeting or allowing sufficient meeting space.

ARTICLE VI - MEMBERSHIP

Section 1. Membership Status.

To become and maintain status as a Member in good standing, each Member is required to meet criteria as defined in OPCT's policies and procedures.

Section 2. Voting Rights.

Each Member has voting rights according to policy and procedure.

ARTICLE VII - ELECTING / APPOINTING OFFICERS AND TERMS OF OFFICE

Section 1. Elections.

Elections to fill the positions of elected Officers and Directors-at-Large which shall be vacant shall be held by ballot at the Annual Meeting. Nominees as an Officer shall be according to policy and procedure. Nominees as a Directors-at-Large shall be according to policy and procedure. To be nominated as an Officer or Directors-at-Large a Member must be 18 years old as of the date of their election / nomination. In order to stagger the terms and maintain a degree of experience and continuity at all times the following election schedule shall apply:

- A. In even years, the President, Executive Vice President, and one-half of the Board shall be elected for a two-year term.
- B. In odd years, the First Vice President, Second Vice President, and the other half of the Board shall be elected for a two-year term.

Section 2: Nominations.

Nominations for Officers and Directors-at-Large shall be provided by the Nominating Committee shall be according to policy and procedure. Additional nominations for Officers and Directors-at-Large may be made at the Annual Meeting from the floor by any voting Member.

- A. No Member may be nominated for more than one Officer position (President, Executive Vice President, First Vice President, or Second Vice President) nor as both an Officer and as a Directors-at-Large at any one election. A Directors-at-Large with an unexpired term who is elected as an Officer shall immediately resign his/her position as Directors-at-Large.
- B. The Chairman of the Nominating Committee shall conduct the election and provide the results to the Membership.

Section 3. Terms of Office.

Each Officer and Directors-at-Large shall hold office for a term of two years and may succeed him/herself once, save the Secretary and Treasurer. Each Officer and Directors-at-Large who was appointed to fill the unexpired term of an Officer shall, following the completion of that unexpired term, be eligible to be re-elected to that same office for a term of two years and may succeed him/herself once.

Section 4. Date of Term Commencement.

Newly elected Officers and Directors-at-Large shall assume their duties and responsibilities on July 1st.

Section 5. Appointed Positions.

The offices of Treasurer and Recording Secretary are appointed positions, shall be nominated by the President and approved by the Board, and shall serve at the pleasure of the Board.

ARTICLE VIII - COMMITTEES

The following committees will be considered essential for conducting the business of the Corporation. As the needs of the Corporation change, additional committees can be formed and dissolved at the discretion of the Board. A Committee shall consist of a Chairman and at least two Members, unless specified otherwise in policy and procedures.

- A. Executive Committee
- B. Play Production Committee
- C. Play Selection Committee
- D. Finance Committee
- E. Membership Committee
- F. Nominating Committee

ARTICLE IX - PROVISION FOR DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

ARTICLE X - AMENDMENTS

Section 1. Amendment.

These Bylaws may be altered, amended, added to or repealed at any meeting of the Membership called for that purpose by the vote of a majority of the seated Board Members.

Section 2. Acceptance.

These bylaws were adopted at a meeting of the OPCT Annual Meeting on: