

PREAMBLE: We, citizens of the Commonwealth of Pennsylvania, associate ourselves for the purpose of producing and staging plays and other allied cultural and social activities.

Article I (Name)

Section I - This association shall be named The Playcrafters Incorporated. It may also be known and styled as Playcrafters of Skippack.

Article II (Membership)

Section I - Any person of good moral character shall be eligible for membership regardless of race, creed, color or national origin, subject to approval by the Board of Directors.

Article III (Dues)

Section I - Each member in good standing of this association shall be required to pay annual membership dues as set by the Board of Directors.

Section II - Dues shall be payable on or before March 1 of each year. Failure to remit dues within a 30 day grace period thereafter shall result in automatic resignation from membership in this association along with the relinquishment of all voting and other privileges granted to members in good standing.

Section III - New members joining on or after October 1 of any year shall be considered members in good standing for the year following the year of payment; i.e., they shall not be subject to any additional dues payment until March 1 of the second year following their admission to this association.

Article IV (Location)

Section I - The principal office of this association shall be located in the Township of Skippack, Commonwealth of Pennsylvania.

Article V (Meetings)

Section I - A general membership meeting shall be held once a month.

Section II - The Board of Directors shall meet at least once a month.

Section III - Special meetings of the general membership may be called by the President at such times as they may deem necessary, or upon a written request signed by five members of the Board of Directors. Special meetings may also be called upon a written request signed by 40% of the members in good standing of this association.

Section IV - Special meeting of the Board of Directors shall be called by the President whenever they shall deem it necessary, or at the written request signed by three members of the Board of Directors.

Section V - The November general membership meeting shall be considered as the annual meeting at which time the nominations for officers shall be announced. The December general membership meeting shall be considered as the meeting at which time elections for officers shall be held. New officers shall assume office as of January 1st.

Section VI - In the event of the absence of the President, Vice-President, and Secretary, no official meeting shall be held although issues of interest may be discussed by those present. Any meeting cancelled due to the absence of a presiding officer shall be rescheduled and held within ten calendar days of the original meeting, and all members and directors shall be given immediate notice thereof.

Section VII - In the event of the absence of the Secretary at an organization meeting, the presiding officer shall appoint someone to complete these duties.

Article VI (Notice)

Section I - Each member shall be entitled to one week notice of all regular or special meetings, and each director shall receive one week notice of all regular or special board meetings.

Article VII (Waiver of Notice)

Section I - Unless otherwise provided by law, whenever any notice is required to be given, by the provisions of the by-laws, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent.

Article VIII (Officers)

Section I - The officers of this association shall be: President, Vice-President, Secretary, Treasurer, and Public Relations Director.

Article IX (Duties of the Officers)

Section I - The President shall be the chief executive officer of this association; they shall preside at all meetings of the members and directors; they shall have general and active management of the business of the association; they shall see that all orders and resolutions of the Board of Directors are carried out; they shall have general superintendence and direction of all other officers of this association and see that their duties are properly performed; they shall submit a report on the operation of the association for the fiscal year to the Board of Directors and members at their annual meeting, and from time to time shall report to the Board of Directors all matters within their knowledge that may affect this association; they shall be an ex-officio member of all standing committees and shall have the powers and duties of management usually vested in the office of President in a corporation; they shall appoint all standing committees except as herein otherwise provided. The President may sign documents or contracts for the organization.

Section II - The Vice-President shall be vested with all the powers and shall perform the duties of the President during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board of Directors. In the event that the President shall be absent from any meeting, the Vice-President shall preside. The Vice President may sign documents or contracts for the organization.

Section III - The Secretary shall attend all meetings of the Board of Directors and of the membership and shall act as a clerk thereof, recording all votes and minutes of the proceedings. At each meeting, they shall present the minutes of the previous meeting, including a record of the votes taken, and these minutes shall be kept in a book as a permanent record. The Secretary shall see that notices of all meetings are sent to the members and shall perform such duties as may be prescribed by the Board of Directors and the President under whose direction they shall be.

Section IV - The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of this association in depositories designated by the Board of Directors. They shall pay all valid invoices on approval of the Board of Directors, except that they may be annually authorized by the Board of Directors to pay certain on-going expenses on a monthly basis without further authorization. They shall chair the finance committee. The Board of Directors may cancel such authorization at any time. The Treasurer may sign documents or contracts for the organization with board approval.

Section V - The Public Relations Director shall be in charge of the public face of the organization. They shall direct the organization's advertising campaigns and shall be in charge of community relations. The Public Relations Director shall also perform such duties as may be prescribed by the Board of Directors and the President under whose direction they shall be.

Article X (Bonds)

Section I - The Board of Directors may require such officers to be bonded as it shall deem necessary for any amount(s) as it may deem requisite.

Article XI (Board of Directors)

Section I - The Board of Directors shall consist of all the officers of this association as set forth in Article VIII, Section I, the Production, Technical, Facilities, and Box Office Directors, and an elected Member at Large.

Section II - Appointed Directors shall be members in good standing of the Association and may serve any number of one-year terms. The President shall fill any appointed Director vacancies as they occur. The following Directors shall be appointed annually by the President:

- A) The Production Director is responsible for establishing overall policies in production areas, coordinating schedules, flat/platform use and maintenance, and overseeing all productions.
- B) The Box Office Director is responsible for establishing overall policies for the Box Office, coordinating Box Office staff schedules, and overseeing all Box Office activities.
- C) The Facilities Director is responsible for the general maintenance and overall operations of the physical building.
- D) The Technical Director is responsible for the general maintenance and overall technical support for the technical aspects of production.

Article XII (Duties and Powers of the Board of Directors)

Section I - The property and business of this association shall be managed by the Board of Directors.

Section II - In addition to general powers of the Board of Directors by virtue of their offices, the powers and authority expressly given by law, by terms of the charter of this association and elsewhere in these by-laws, the following specific powers are expressly conferred on the Board:

- A) To purchase or otherwise acquire for the association any property, right or privilege which it is authorized to acquire at such price or consideration and upon such terms as they deem expedient.
- B) To appoint, remove or suspend subordinate agents or vendors, to determine their duties, to confer by resolution upon any officer or agent of this association the power of permanently removing or suspending any subordinate, officer or vendor.
- C) To determine who shall be authorized, on behalf of this association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments.
- D) To delegate any of the power of the Board of Directors to any committee, or to any officer or agent of this association, with such powers as the Board may see fit to grant.
- E) To review, approve or reject all applications for membership.
- F) To do all such lawful acts and things as are not done by law or by charter or by these by-laws directed or required to be done by the members.
- G) To institute and enforce a set of operating rules governing the day to day operation of this association as a community theatre.
- H) To determine necessary ad-hoc committees.

Section III -If any member of the Board of Directors shall miss two (2) consecutive meetings of the Board of Directors, without good cause, the President, with the approval of the remaining Board of Directors, may recommend that they be replaced.

Article XIII (Nominations and Elections)

Section I - The general membership shall elect the Officers of the association. Only members meeting the requirements of Article XVI, Section I of these by-laws shall be eligible to vote.

Section II - A nominating committee appointed by the President in September shall present a slate of candidates at the November meeting.

Section III - Officers shall be elected by closed paper ballots and by sealed absentee ballots submitted to the Secretary (or Election Manager appointed by the president when the Secretary is running for office) prior to the time of the election. Absentee ballots may be submitted via postal mail, electronic mail, or secure online form and shall be opened and counted immediately after the opening and counting of regular ballots. The candidates receiving the greatest number of votes shall be elected. In the event of a tie, a runoff election shall be held immediately in which case only the eligible voters present shall vote.

Section IV - The term of office for officers of this association shall be two years. Officers may serve a maximum of two consecutive terms in the same office. The term of office for the member at large shall be one year.

A) The officers of this association shall be elected in alternate years – i.e., the President, Secretary, and Member at Large shall be elected one year and the Vice President, Treasurer, Public Relations Director, and Member at Large shall be elected the following year.

Section V - In the event that an office shall become vacant, the general membership at a regular monthly meeting shall fill the vacancy. Voting procedure and voter eligibility requirements shall be identical to those for a regular annual election except that absentee ballots shall not be allowed.

Section VI - Any member, 21 years of age or over, shall be eligible to hold office in this association either as an officer or as a member of the Board of Directors provided they meet the voter eligibility requirements as set forth in Article XVI, Section I, of these by-laws and has been a member at least six months.

Article XIV (Quorum)

Section I - No quorum shall be necessary in order to hold a general membership meeting providing a presiding officer is present.

Section II - A quorum for the purpose of holding any meeting of the Board of Directors shall be 40% of the members of the Board of Directors.

Article XV (Majority Vote)

Section I - A simple majority of the members present shall be required to pass any motion at any meeting of the Board of Directors or of the membership. The presiding officer at such meetings shall have a vote equal to that of the others present. Only in the event of a tie does the presiding officer vote.

Article XVI (Rights and Obligations of Members)

Section I - To be eligible to vote at any membership meeting, a member shall be in good standing in the association, and shall be at least 18 years of age. To be eligible to vote for Officers of this association, a member must be in good standing for a minimum of three months prior to the time of their vote, and shall be at least 18 years of age. "Member in good standing" shall be construed to mean an individual who has paid their dues in accordance with Article III of these by-laws and who has otherwise abided by the rules and regulations as set forth by these by-laws.

Section II - The books, accounts and records of this association shall be open for inspection to any member of the Board of Directors at any time. Members of the association may inspect the books, accounts and records of this association for the current year at any regular meeting. A formal compilation, review, or audit of the same may be made at a time set by resolution of the Board of Directors, in accordance with the financial reporting requirements for charitable organizations set by the Commonwealth of Pennsylvania.

Article XVII (Standing Committees)

Section I - There shall be the following standing committees:

- A) Finance - monitors the finances of the organization, produces an annual budget, and consists of at least three members including the chair.
- B) Long Range Planning - plans improvements, renovations, and special projects. Establishes a rolling schedule for items of regular maintenance and capital improvement.

Article XVIII (Seal)

Section I - This association shall have a seal, upon which shall be inscribed the name of the association, the year of its creation, and the words "Incorporated Commonwealth of Pennsylvania."

Article XIX (Amendments)

Section I - The members of this association may alter, amend, suspend or annul these by-laws at any regular meeting in the following manner:

- A) Mail ballots one month prior to the meeting stating the question to be presented.
- B) Ballots shall be signed and returned to the Secretary in sealed envelopes or electronic mail marked "ballot." All ballots received prior to the meeting shall be opened by the Board of Directors following the floor vote of those present and voting on the question. A majority vote of those present and the mailed ballots shall prevail.
- C) The vote shall be null and void if the total number of ballots does not exceed 40% of the membership meeting the voter eligibility requirements as set forth in Article XVI, Section I.

Article XX (Operating Rules)

Section I - The Board of Directors shall annually institute a set of operating rules governing the day to day operation of this association.

Section II - The operating rules encompass all aspects of the operation of this association, including, but not limited to, the following: delegation of duties among the membership, the formation and functioning of committees and casting and production practices. No part of the operating rules shall in any way conflict with the provisions set forth in these by-laws.

Section III - The operating rules shall be made available to all members of this association.

Section IV - Any provision contained in the operating rules may be repealed by a written petition signed by more than 50% of the members of this association meeting the voter eligibility requirements as set forth in Article XVI, Section I of these by-laws.

Section V - The operating rules shall be adopted by the February meeting of the Board of Directors. If a new set of operating rules is not adopted within this time period, then the operating rules of the previous year shall remain in effect for an additional year.

This is an official copy of the by-laws of The Playcrafters, Inc. and is hereby certified correct and complete as of (DATE) taking precedence over any copies of said by-laws previously distributed.

President, The Playcrafters, Inc