

OWOSSO COMMUNITY PLAYERS BYLAWS

Article I

The purpose for which the organization is formed and the powers which it may exercise are set forth in its Articles of Incorporation.

The mission of the organization is to enrich people's lives by providing quality theatre arts experiences which inspire, entertain, and educate at our recognized state-of-the-art center.

Article II

Board of Trustees

Section 1: Description of the Board of Trustees

Board composition shall reflect the broad community and will include theatre, business and fundraising expertise.

Section 2: Governance Responsibilities

The Board of Trustees shall be responsible for the development and maintenance of governing policies for all aspects of organizational operations and ensure compliance with the industry's best practices. In addition, it shall be responsible for Executive Director and Artistic Director evaluations, financial stewardship, fund development, strategic direction, self-governance, and annual programming evaluation.

Section 3: Number of Trustees

The number of voting Trustees shall not be less than ten (10) and no more than twenty (20). The number of Trustees within said limits will be determined by the Board. (The Executive Director and the Artistic Director are considered non-voting Board Members.)

Section 4: Term of Office

Trustees will serve three-year terms on a staggered basis. Trustees shall be eligible to serve a maximum of four (4) consecutive full three (3) year terms. Terms normally begin at appointment made at the annual meeting.

A former Trustee may be eligible to serve two (2) more three (3) year terms after a minimum one year sabbatical.

Section 5: Board Appointment

New Trustees are appointed by a majority vote of the Trustees. Active Trustee service begins as soon as possible. Trustees filling a term vacated will complete the fiscal year and begin their first full term upon appointment at the annual meeting.

Section 6: Resignation

A Trustee may resign by written notice to the organization. Resignation is effective immediately without regard to approval by the Trustees.

Section 7: Removal

The Board may remove a Trustee at any time by a super majority vote, with or without cause.

Section 8: Attendance

It is the expectation for Trustees to physically attend all Board and respective committee meetings. Attendance may be a factor in continuation of board service.

A Trustee may, with advance notice, participate in a meeting by conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in such a meeting will constitute presence in person as long as the Board Secretary can determine the Trustee is making the communication.

When a super majority vote is necessary, Trustees must be physically present at the meeting.

A leave of absence from either Board or committee meetings may be granted at the discretion of the Board.

Section 9: Compensation

Board Trustees shall receive no compensation for their services.

Article III

Meetings of the Board of Trustees

Section 1: Times and Places of Meetings

Meetings of the Board of Trustees will be held monthly at the organization's principal executive office or such other place and at such time as the Board determines.

Section 2: Annual Meeting

An annual meeting of the Board of Trustees shall be held in June and will include ratifying the coming year budget, election of Trustees, review of Trustee terms, and election of officers.

Section 3: Special Meeting

The President, Executive Committee, or a quorum of Trustees may call a special meeting of Trustees at any time.

Section 4: Notice of Meeting

Notice of the time, place and purpose of a meeting of Trustees must be given to each Trustee in writing, by mail or electronic transmission, not less than seven (7) or more than sixty (60) days before the date of the meeting. Meetings other than the regularly scheduled meeting can be called as long as all Trustees can be contacted ahead of time about the time, place, and purpose of the meeting.

Section 5: Quorum

A quorum of any meeting of the Board of Trustees shall consist of a majority of the voting members of the Board of Trustees. When a quorum is present, action by a majority of those present shall be action by the Board of Trustees, unless otherwise described in section 7: Board Action.

Section 6: Voting Rights

- A) Each Trustee present at a Board meeting is entitled to one vote. (The Executive Director and the Artistic Director are considered non-voting Board Members.)
- B) When discussing a matter where a Trustee has potential conflict of interest the Trustee will be excluded from voting. The President or President-Elect may exclude the Trustee from discussion. The quorum needed to vote on the matter will exclude the Trustee.
- C) Voting by proxy will not be allowed.
- D) Trustees may authorize conducting an electronic vote on a specific topic that has been discussed during a Board meeting. Results of the vote will be on the agenda and documented in minutes of the next Board meeting.

Section 7: Board Action

Any action taken by the Board of Trustees must be authorized by a majority of votes cast. Unless otherwise stated, action by the Board will require a majority vote of those present at a quorum.

Action that requires a super majority vote requires two-thirds vote of all Trustees. A super majority vote shall be required for the following actions:

- A. Amendment to the organization's articles of incorporation or bylaws;
- B. Appointment or removal of the Executive Director or Artistic Director;

- C. Removal of Trustees and/or Board officers;
- D. Approval of the merger, consolidation or dissolution of the organization;
- E. Authorization of participation by the organization in any corporation, partnership or joint venture;
- F. Authorization of the purchase, sale, lease, mortgage or disposal of any real property owned, held or leased by or to the organization beyond the limits permitted in accounting policies;
- G. Authorization of the guarantee by the organization of the debt of others;
- H. Approval of the organization's annual budget and amendments;
- I. Authorization of the incurrence of debt by the organization above a limit set by the Board.
- J. Authorization of the lease, sale or encumbering of all, or substantially all, of the assets of the organization.

Section 8: Minutes

Minutes will be taken at all meetings for the purpose of documenting good governance and due diligence.

Article IV

Duties of Officers

Section 1: President of the Trustees

The President of the Board presides over meetings of the Trustees and the annual meeting. The President shall have such other duties and powers as the Board specifies. The President is an ex-officio member of all committees has voting rights and may preside over committee meetings in the absence of the committee chair.

Section 2: President Elect of the Board

The President Elect shall preside when present at all meetings of the Board of Trustees in the president's absence. The President Elect will perform such other duties as assigned by the president. The President Elect shall serve as chair of the Nominating Committee.

Section 3: Secretary

The Secretary shall record the minutes of all Board and committee meetings with assistance from the center staff and shall perform other such duties as the Board prescribes. The Secretary oversees adherence to governing documents and ensures organization documents are properly managed.

Section 4: Treasurer

The Treasurer shall serve as chair of the finance committee and oversee fiduciary responsibilities of the organization.

Section 5: Officer and Leadership Succession Plan

Title: President

Prerequisites:

- At least one year service as President Elect. In the event the President Elect cannot serve as chair, another executive committee member who has served at least one year on the executive committee may be elected.

Term of Service: 2 years

Title: President Elect

Prerequisites:

- At least one year service as an OCP Trustee.
- Experience serving on at least one OCP committee, task force, or work group.

Term of Service: 2 years

Title: Immediate Past President

Prerequisites:

- Served as President

Term of Service: 2 years

Title: Treasurer

Prerequisites:

- Should have served at least one year on the Finance Committee

Term of Service: 2 years, and with Executive Committee approval, extension of 2 years.

Title: Secretary

Prerequisites:

- Should have served at least one year on the Nominating Committee

Term of Service: 2 years, and with Executive Committee approval, extension of 2 years.

Section 6: Leadership Succession Plan

Whenever possible, the Leadership Succession Plan should be as follows:

- 2 years as President Elect
- 2 years as President
- 2 year as Immediate Past President

Article V

Committees

Governance Committees

Governance Committees will consist of Executive Committee, Finance Committee, Nominating Committee, Fundraising/Fund Development Committee and Production Committee. These committees report directly to the Board of Trustees. Committee chairs will submit written minutes to the Executive Director for inclusion in the board packet.

Operations Committees

Operating Committees will consist of Front of House, Marketing, and Facilities Committees. These committees will report directly to the Executive Director. Committee Chairs will submit written minutes to the Executive Director for inclusion in the Executive Director's Board Report.

Committee chairs shall be appointed by the executive committee. Trustee members shall be appointed to these committees by the executive committee. Non-Trustees may be invited to serve on this committee upon appointment by the committee.

Non-Trustee Participation on Committees

Non-Trustee members may be recruited based on their expertise in a specific area to serve on committees when bylaws permit.

Quorum and Voting

A committee meeting quorum will consist of a majority of committee members present. Unless otherwise stated, action by the committee will require a majority vote of those members present at a quorum.

Term of Service and Frequency of Meeting

A minimum term of committee service is one (1) year. The committee shall meet as needed.

The organization's Executive Director is an ex-officio nonvoting member of all committees. The organization's Artistic Director is an ex-officio nonvoting member of all committees.

Section 1: Executive Committee

The President of the Board of Trustees shall serve as chair of the executive committee.

The executive committee shall consist of the President, President Elect, Secretary, Treasurer, and past President.

The executive committee shall report to the Board. It shall appoint Trustees to all standing committees with consideration given to the President's preferences.

The executive committee will exercise all the powers and responsibilities of the Board of Trustees when a matter requires the Board's immediate attention and, due to the nature of the situation, the full Board is unable to meet.

Actions of the executive committee will be reported at the next regularly scheduled Board meeting.

The executive committee will conduct the Executive Director and Artistic Director evaluations at least annually. The president will report evaluation results to the Board for approval.

Section 2: Finance Committee

The Treasurer shall serve as committee chair.

Committee members shall be appointed by the executive committee and shall consist of the Treasurer and two or more Trustees. Non-Trustees may be invited to serve on this committee upon appointment by the finance committee.

The finance committee shall report to the Board. It is responsible for planning and maintaining the sound financial management of the organization. It shall review and monitor financial records and make recommendations as needed with regard to the organization's financial position and plans. It shall compare fiscal performance to budget and goals, and forecast issues and concerns. It shall also advise and make recommendations to the Board regarding the condition of and improvements necessary to the physical assets of the organization. The finance committee is responsible for creating or reviewing the financial policies of the organization and presenting them to the Trustees for approval.

Section 3: Fundraising/Fund Development Committee

The chair of this committee shall be a Trustee who is selected by the executive committee.

Committee members shall be appointed by the executive committee. Non-Trustees may be invited to serve on this committee upon appointment by the committee.

The committee shall report to the Board. It shall review and oversee ongoing fund development activities. It shall work closely and in collaboration with the Executive Director to oversee fund raising activities and make recommendations to the Board regarding fund development actions. This committee shall also assist the staff in obtaining resources to maintain and expand programming.

Section 4: Nominating Committee

The President Elect shall serve as committee chair.

Members shall be appointed by the executive committee and shall consist of Trustees. Non-Trustees shall not be invited to serve on this committee.

The committee shall report to the Board and is responsible for developing Board leadership and oversight of board policies and bylaws. It shall create and recommend to the Board a desirable and appropriate Board profile to be reviewed annually; identify how current Trustees each fit the overall Trustee profile; nominate individuals for appointment to the Board; nominate Trustee officers; orient new Trustees; review the service of each Trustee annually; and will assure review of board policies and procedures. This committee will help ensure that all committees are well-resourced and will make recommendations to fill needs on all committees as requested by committee chairs.

Section 5: Production Committee

The chair of this committee shall be a Trustee who is selected by the executive committee.

The Artistic Director serves as a non-voting member of this committee. Non-Trustees may be invited to serve on this committee upon appointment by the committee.

This committee shall report to the Board of Trustees. . This committee is ultimately responsible for recommendations regarding the season selection. This committee shall create, and submit for approval, a production budget to the finance committee. This committee is responsible for adhering to all policies and procedures of the organization. This committee provides input on the evaluation of the Artistic Director.

Section 6: Committee Minutes

Each committee will appoint someone to record committee meeting notes of discussion for the purpose of documenting good governance and due diligence. Committee minutes will be distributed timely to the full board via meeting packets, archived by OCP staff and available to Trustee members.

Committees may conduct business electronically. Documentation of electronic votes will be kept with committee minutes.

Article VI

Amendments

The Board of Trustees may amend or repeal these Bylaws by vote of two-thirds of the Trustees then serving with 30 day notice of all changes prior to voting.

Article VII

Fiscal Year

The fiscal year shall be June 1 to May 31.

Article VIII

Dedication of Assets

Section 1: Dissolution and Liquidation

If the organization's purposes fail or if the organization ceases to be approved as a tax-exempt organization under the federal internal revenue code, and such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the organization's assets and accumulated income shall be distributed at the discretion of the Board of Trustees best accomplishing the purposes for which this organization was formed. An organization receiving such distribution must be qualified as tax-exempt under section 501(c)(3) of the internal revenue code of the corresponding provisions of any subsequent federal tax laws. The organization shall be dissolved after all its property has been distributed.

Article IX

Indemnification

Trustees and officers' insurance and commercial general liability insurance shall be maintained with limits to be determined by the Board of Trustees.

The organization shall indemnify any Trustee or officer of the organization who was or is a party or is threatened to be made a party to any threatened, pending, or completed action suit, or proceeding by reason of the fact that he or she is or was a Trustee or officer, or is or was serving at the request of the organization in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The organization may further indemnify Trustees and officer, and may indemnify persons who are not Trustees or officers, to the extent authorized by resolution of the Board of Trustees. A change in the Michigan nonprofit corporation act, the Articles of Incorporation, or these bylaws that reduce the scope of indemnification shall not apply to any action or omission that occurs before the change.

Except as otherwise provided by law, a volunteer Trustee or officer of the organization is not personally liable to the organization for monetary damages for a breach of the Trustee's or officer's fiduciary duty.

The organization assumes all liability to any person other than the organization for all acts or omission of a volunteer Trustee incurred in the good faith performance of his or her duties as a Trustee.

The organization assumes the liability for all acts or omissions of a volunteer Trustee or volunteer officer, provided that:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer was acting in good faith;
- C. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- D. The volunteer's conduct was not an intentional tort, and
- E. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in section 209 (e)(v) of the act.

Any repeal or modification of this article shall not adversely affect any right or protection of any volunteer, trustee, or officer of the organization existing at the time of, or with respect to, any acts of omissions occurring such repeal or modification.

Bylaw updates approved by OCP on _____
Review date: