

FARMINGTON PLAYERS, INC.
CONSTITUTION

Revised: September, 2015

ARTICLE I: NAME

Section 1. This organization shall be called "FARMINGTON PLAYERS, INC.".

Section 2. The address of this organization is 32332 West Twelve Mile Road, Farmington Hills, Michigan 48334.

ARTICLE II: PURPOSE

The purpose of this organization shall be to inspire the interest of its members in the writing and production of amateur theatricals and in all of the working aspects thereof.

ARTICLE III: MEMBERSHIP

Section 1. Any person interested in the purposes for which this organization is formed is eligible for membership herein with full and equal rights and privileges accorded to every other member.

Section 2. The membership shall consist of three (3) classes, as follows

- a. Active, voting member
- b. Supporting, non-voting member
- c. Honorary member

Section 3. Any person under eighteen (18) years of age may participate in the activities of Farmington Players, if one or both parents join as acting members. The voting privileges are accorded the parent(s) who is (are) an active member.

ARTICLE IV: MANAGEMENT

Section 1. The management of the organization shall be vested in a Board of Directors, consisting of four (4) directors and four (4) officers. Said officers shall consist of the President, Vice President, Secretary and Treasurer and directors (as defined in the bylaws).

Section 2. The officers and directors shall be members of the Board of Directors and elected by the Board of Directors.

Section 3. The Board of Directors shall be elected at the annual meeting by the members.

Section 4. In the event of vacancies on the Board of Directors, the vacancy shall be filled by vote of the Board of Directors for the remainder of the unexpired term.

ARTICLE V: MEETINGS

Section 1. Quarterly membership meetings will be scheduled at dates determined by the Board of Directors.

Section 2. The annual meeting for election of members to the Board of Directors and transaction of business as is pertinent to the general membership shall be held on the third (3rd) Saturday in June of each year.

ARTICLE VI: GENERAL RULES

Section 1. No member of this organization shall have any individual or personal rights, title or interest in any property, real or personal, belonging to this organization. Any rights, title or interest that may exist in any member, by virtue of being such a member, shall cease upon termination of his/her membership. Any property existing upon the dissolution, abandonment, or termination of the organization shall, upon a vote cast in a manner provided in the By-Laws hereinafter enacted, be given to a nonprofit organization.

Section 2. Rules and regulations for the detailed operation of the organization are contained in the By-Laws.

ARTICLE VII: AMENDMENTS

Section 1. Amendments to this constitution may be proposed by the Board of Directors, or by written petition of fifteen (15) members.

Section 2. This Constitution may be amended by presentation of proposed amendments at any regular organizational meeting and be approved by a majority vote of all active members in person, or written proxy or by electronic transmission at the next regular monthly membership meeting, the annual meeting or a special meeting.

FARMINGTON PLAYERS, INC.
BY-LAWS

Revised: September, 2015

ARTICLE I: MEMBERSHIP

Section 1. Any person interested in the purposes for which this organization is formed is eligible for membership herein with full and equal rights and privileges accorded to every other member.

Section 2. Names of proposed new members shall be submitted to the Board of Directors. Each name shall be proposed on a properly completed approved application form.

Section 3. All names of candidates shall be voted upon by the Board of Directors. A favorable vote of five (5) Board members shall be acceptance of the candidate for membership; any one of the Board members can request that the vote be taken by secret ballot.

Section 4. Memberships are non-transferable.

Section 5. The membership shall be limited to a total of two hundred (200) persons.

Section 6. Honorary memberships may be conferred upon persons deemed worthy by the Board of Directors; the Board of Directors shall determine the duration of and the privileges conferred by the honorary membership.

Section 7. Expulsion of members for reasons other than non-payment of dues or properly levied assessments shall be recommended by a vote of six (6) members of the Board of Directors. Notice of such action shall be given to the offending member by the Secretary. The offending member may, by written request, appeal to the Board of Directors for reinstatement herein.

ARTICLE II: MEMBERS' FEES AND DUES

Section 1. The initiation fee shall be a minimum of ten (10) dollars per person. This may be adjusted as tangible assets increase or as the Board of Directors direct.

Section 2. Dues shall be payable by the active and supporting members in the amounts and manner as prescribed by the Board of Directors.

Section 3. Dues shall be payable in advance and due at the commencement of the fiscal year.

Section 4. Members who have failed to pay their dues by the due date stated are automatically deemed in arrears and temporarily suspended, at the discretion of the Board of Directors from all activities and privileges incident with membership until dues are paid. Members who have failed to pay their dues 120 days past the due date must pay the initiation fee to be reinstated.

Section 5. A new member joining after January 1 shall pay one half of the amount of the dues plus the initiation fee.

Section 6. No refund of dues shall be made if a member resigns.

ARTICLE III: FISCAL POLICY

Section 1. The fiscal year shall be from July 1 to June 30 next.

Section 2. Liabilities may be incurred only by the Board of Directors, or by the Board of Directors specifically delegating such authority to a specified person for a specified purpose, and such action shall appear in the minutes of the meeting.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS: RESPONSIBILITIES, DUTIES AND ELECTIONS

Section 1. The Board of Directors shall have control of the property and management of the organization consistent with its best interests and limited by the Constitution and By-Laws.

- a. Meetings of the Board of Directors shall be called by the President, or may be called by the unified action of any three (3) members of the Board of Directors providing all members of the Board are notified, at least five (5) days prior to such meeting, of the time and place of the meeting; in cases of emergency, the five (5) days notice may be waived. All meetings of the Board of Directors shall be open to the membership.
- b. Any business brought to the Board in writing with fourteen (14) days notice must be considered by the Board.
- c. The term of office for members of the Board of Directors shall be for a period of two (2) years and until their respective successors shall have been duly elected, ~~with four (4)~~ with new

members being elected to the Board each year at the annual meeting.

- d. No Board member shall serve more than two (2) consecutive terms; *provided, however*, that a Board member filling a vacancy of one year or less may still serve for two (2) two-year terms, not to exceed five(5) consecutive years total.

Section 2. Officers shall be elected by secret ballot by and from the Board of Directors at their first meeting after the annual membership meeting.

Section 3. The Board shall be responsible for the selection of play directors.

Section 4. The President

- a. It shall be the duty of the retiring President to call a Board of Directors' meeting soon after the annual meeting for the purpose of electing a new President by the new Board of Directors. The newly elected President shall then proceed with the election of the balance of officers.
- b. He/She shall call and conduct meetings of the Board of Directors and membership meetings.
- c. He/She shall ensure chairpersons of committees are appointed, as limited by the By-Laws, and coordinate their efforts.
- d. He/She shall conduct the general operation of the operation as directed by the Board of Directors.
- e. He/She will ensure the Michigan Annual Report is filed in a correct and timely manner.
- f. He/She will ensure the federal income tax forms is filed in a correct and timely manner.

Section 5. Vice President

- a. He/She shall act in the capacity of President when the President is absent or unable to act.
- b. He/She shall be responsible for duties as delegated by

the President.

Section 6. Secretary

- a. He/She shall take detailed notes at all Board and Business meetings, being especially careful to obtain the exact wording of all motions and resolutions and the correct names of persons proposing and seconding same. These notes shall be transcribed for the permanent record prior the next meeting of the Board.
- b. He/She shall receive all correspondence and either act on or transmit to the Board of Directors or President for further action as necessary.
- c. The secretary shall be responsible for or oversee the publication of the regular newsletter and be responsible for recording of minutes at Board meetings, regular membership meetings and the annual meeting.
- d. He/She shall perform other duties as necessary to the office of Secretary in accordance with parliamentary procedure.

Section 7. Treasurer

- a. He/She shall maintain an approved accounting procedure, showing liabilities, assets and disbursements. This record shall be maintained currently and be open to inspection of the members of the Board of Directors at any reasonable time.
- b. At each meeting of the Board of Directors, he/she shall make a complete written report of transactions covering the period between Board meetings.
- c. He/She will make a written report covering the fiscal year at the annual meeting to be included in the public record.
- d. He/She shall disburse monies for properly incurred obligations in accordance wit the authorization that the Board of Directors shall confer from time to time.
- e. All checks, drafts and orders for payment of money shall bear the name of "Farmington Players, Inc." and be

signed by two of the following officers: President, Vice-President or Treasurer.

- f. The books of the Treasurer will be audited at least annually by a committee selected by the Board.
- g. The books of the Treasurer shall be looked at annually at the close of the fiscal year, by a professional, outside auditor. The Board will approve the selection; the cost of the audit will be borne by the "Farmington Players, Inc."
- i. The Treasurer will prepare written monthly reports for the membership meetings which are to be included in the public record.
- h. At the end of the fiscal year, he/she will prepare a proposed operating budget for the ensuing year.

Section 8. Directors

- a. Director of Building – Manages all building maintenance and upkeep and has oversight of the following committees: Building and Grounds; Art and Environment; and House.
- b. Director of Communications and Education – Manages outgoing member communications and has oversight of the following committees: Playreading; Historian; Casting; CTAM; and AACT.
- c. Director of Marketing – Manages publicity and marketing efforts as it relates to each production and has oversight of the following committees: Playbill; Advertising; Publicity; Signs; Social Media; and Website.
- d. Director of Membership – Manages membership applications and roster, provides list of candidates at Board Meetings for approval, and has oversight of the following committees: Membership; Ushers; Workshops; Hospitality; Concessions; and 50/50.

ARTICLE V: COMMITTEES

Section 1. All standing and special committee chairpersons shall be appointed by the President, subject to the approval of the Board of Directors.

Section 2. The “Audit”, “Casting”, and “Playreading” Chairpersons and committee members shall be chosen by the Board of Directors.

Section 3.

a. Each committee shall operate within a budget projected by the Board of Directors and agreed to by the chairperson.

b. All committee chairpersons shall report anticipated and actual expenditures to the producer who will report to the Board of Directors and shall be responsible for the reimbursement to their committee members of any authorized expenditure.

Section 4. Standing Committees: The standing committees shall be: 50/50, Advertising, Art and Environment, Audit, Casting, Concessions, Costumes, Group Sales, History, Hospitality, House, Lighting, Make-up, Marketing, Membership, Newsletter, Playbill, Playreading, Properties, Publicity, Rigging, Set Design, and Construction, Set Dressing, Signs, Social Media, Sound, Tickets Ushers, Website and Workshops. Additional committees may be added or removed at the discretion of the Board of Directors.

Section 5. Duties of the Standing Committees

a. The duties of the standing committee shall be those that are from time to time promulgated by the Board of Directors.

b. Day to day operations of standing committees shall be defined in the guidelines as established by the Board of Directors.

c. Notwithstanding the provisions of Section 5a, the Playreading Committee, subject to the guidelines set by the Board of Directors, shall be responsible for the selection of the major productions for the following season, subject to the approval of the Board of Directors. If the Board shall reject any play, the Board shall instruct the Playreading Committee to submit an alternate selection.

d. Notwithstanding the provisions of Section 5a, the Casting Committee shall cast all major productions from open and competitive auditions.

e. The director of each play shall be a member of the Casting Committee for the casting of his/her play.

ARTICLE VI: INDEMNIFICATION

Section 1. The corporation shall indemnify to the extent allowed by the corporation statutes of the State of Michigan any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or served any other enterprise at the request of the corporation.

Section 2. The person to be indemnified must have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation (or its shareholders) and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

ARTICLE VII: MAJORITY AND QUORUM

Section 1. Five (5) members of the Board of Directors shall constitute a quorum of the transaction of Board business.

Section 2. Twenty-five (25) percent of the membership, in person or by written proxy, shall constitute a quorum for the transaction of business (anything requiring a motion and vote) at any regular or special meeting.

Section 3. All business conducted by the Board of Directors or the membership at any meeting shall be by a simple majority vote of the quorum.

ARTICLE VIII: ANNUAL AND SPECIAL MEETING

Section 1. The annual meeting shall be held the third (3rd) Saturday in June each year at the barn.

a. Special membership meetings may be called by the Board of Directors at any time, and shall be called by the Board whenever requested, in writing, by thirty (30) or more active members; such a request shall state the purpose thereof.

b. Two (2) week's notice of the annual meeting and at least five (5) days notice with a statement of the purpose of any special meeting shall be communicated to all active members.

c. At the annual or any special meeting, any action of the Board of Directors may be modified or rescinded by a majority vote of all active members in person or by written proxy.

Section 2. The order of business at all business meetings of the organization and Board of Directors shall be as follows:

1. Meeting called to order
2. Introduction of new members and guests
3. Reading of minutes of previous meeting
4. Reading of Treasurer's report
5. Report of Officers and Committee Chairpersons
6. Unfinished business
7. New Business
8. Adjournment
9. Workshop (where appropriate)

Section 3. Absentee and Secret Ballots. A member who wishes to cast an absentee vote must obtain an official ballot from the Board of Directors. The ballot shall be marked by the member, placed in an envelope labeled ballot, sealed, and signed by the member. The ballot must be returned to the Board of Directors before the start of the meeting at which the vote is to be taken. The tellers shall record the name of the member voting and hold the "Ballot" until the counting of all ballots take place. This same method shall be used for secret balloting when requested by the Board or the membership.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Roberts' Rules of Order, as revised, shall be the parliamentary authority for this organization.

ARTICLE X: AMENDMENTS

Section 1. Amendments to these By-Laws may be proposed by the Board of Directors or fifteen (15) members in writing, provided all active members are notified five (5) days in advance.

Section 2. Amendments to these By-Laws may be adopted by a majority vote of all active members, in person or by written proxy, either at the annual or a special meeting, ~~or~~ by a poll by mail, or by electronic transmission.

ARTICLE XI: QUALIFICATIONS

Section 1. No person shall be eligible for election to the Board of Directors until he/she has been an active member for two (2) consecutive years.

Section 2. No person shall be eligible for appointment to the Playreading Committee until he/she has been an active member for two (2) consecutive years. A

person should not serve on the Board of Directors and the Playreading Committee at the same time.

Section 3. No person shall be eligible for appointment as the chairperson of the Casting Committee until he/she has been an active member for three (3) consecutive years. A Board member may also be a member of the Casting Committee. If a member of the Casting Committee is not available for auditions for a particular production (e.g., if he/she is auditioning for a role), the Board of Directors, in consultation with the director of that production, will appoint a substitute member of the Casting Committee for that particular production only.

Section 4. No person shall be nominated for the Board of Directors without the nominee's prior consent.