

**THE PARISH PLAYERS, INC.  
BYLAWS**

**Article I. NAME**

The name of the Corporation shall be The Parish Players, Inc.

**Article II. PURPOSES**

- A. The legal purpose and powers of the Corporation shall be those set forth in its Articles of Association.
- B. The Parish Players is an organization dedicated to presenting high-quality, community based, theatrical productions. Commitments:
  - a. Provide an intimate theatre venue that is accessible, affordable, and welcoming to all
  - b. Present a variety of theatrical genres
  - c. Invite participants to be creative and inventive with their skills, and to assist in helping them meet their vision.
  - d. Inspire, encourage, and support the performance arts.

**Article III. BOARD OF TRUSTEES & OFFICERS**

- A. **Trustees.** The Board of Trustees ("The Board") shall consist of not fewer than seven (7) and no more than eighteen (18) members as established by the Board of Trustees. The Trusteeship/Nominating Committee presents candidates for review by the Board on an annual basis, before the Annual Meeting of the Players. The Board of Trustees reviews and elects all new Trustees directly following the Annual Meeting of the Players. A new Trustee may be appointed by the Board at other times, provided there is a vacancy. The new term will then officially begin in January of the next calendar year.
  - a. **Term.** The term of office of each Trustee shall be three (3) years. Trustees shall hold office until their successors are elected or appointed. A Trustee may serve in succession three full terms (9 years) of office, plus any partial term to which appointed pursuant to a vacant Trustee position needed filling. After serving three consecutive terms, a one-year hiatus is required, after which a person may be re-appointed to the Board of Trustees.
  - b. **Vacancies.** Any vacancy occurring in any Trustee position prior to the expiration of the Trustee's term shall be filled for the unexpired term by a majority vote of the Trustees present by a quorum at any Board meeting.
  - c. **Duties.** The Board shall have, and exercise, full power in the management and control of the business and affairs of the Corporation. The Board shall report to the community at each Annual Meeting upon the conduct of such business and affairs in the preceding year. All Trustees are expected to attend all regular meetings, in person, or when

approved by the Chair, in a virtual meeting format. Non-attendance at three consecutive meetings may constitute removal from the Board.

- d. **Removal.** A trustee may be removed from the Board for cause, including but not limited to failure to perform assigned duties, misconduct, corruption, or engaging in acts or behavior that undermine the purpose and goals of the Corporation. Removal requires a majority vote of those present at a duly convened meeting.
  - e. **Quorum.** A simple majority of the Board present at Board meetings shall constitute a quorum. No vote may be taken without the presence of a quorum at any Board meeting. Absentee and proxy votes are not allowed.
  - f. **Meetings.** Meetings of the Board of Trustees shall be held at least quarterly at times and places determined in advance by the Board of Trustees.
    - i. **Notice.** Notice of all Meetings shall be announced at least (5) days prior to the meetings, and the notice shall specify the place, date and hour of the meeting
    - ii. **Special Meetings.** Special meetings of the Board may be called by any Trustee upon provision of notice. Notice of all special meetings of the Board of Trustees is to be mailed (electronic or postal) or delivered personally to each Trustee at least five (5) days prior to the meeting, and shall also state the business to be considered.
    - iii. **Annual Meeting of the Players.** The Board shall hold an Annual Meeting of the Players (defined as those who have contributed to The Parish Players financially, in-kind, or through shared artistic talent within the past calendar year). The date, time, and place of the annual meeting of the Players shall be fixed by the Board of Trustees in February or March. The Annual Meeting of the Players shall take place no later than June 1<sup>st</sup> in any given year. At the Annual Meeting of the Players, the Board shall report on the activities of the organization and present the proposed new slate of Trustees to the Players for comment by the Players.
  - g. **Election of Officers.** A regular meeting of the Board of Trustees shall be held as soon as possible after the Annual Meeting of the Players for the following purposes:
    - i. Review nominations presented by the Trusteeship/Nominating Committee and vote to approve new members to the Board of Trustees. A positive 2/3 majority vote of the Board must be achieved to approve new Trustees.
    - ii. Election of Officers (Chair, Vice Chair, Clerk-Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary), appointment of the chairs of each standing committee, and establish the Executive Committee as hereinafter provided.
- B. **Description of Officers.** The Officers of the Corporation shall be elected annually by the Board of Trustees at the first meeting following the Annual Meeting of the Players. A vacancy in any office may be filled by the Board of Trustees for the unexpired term. Two or more offices may not be held by the same person.
- a. **Chair.** The Chair position may be held by a single individual or two people acting as Co-Chairs ("The Chair"). The Chair shall preside at all meetings of the membership, the Board of Trustees and Executive Committee. The Chair shall preside at all meetings of the membership, the Board of Trustees and Executive Committee. The Chair shall conduct the business and affairs of the Corporation according to the orders and

- resolutions of the Board of Trustees and according to the Chair's own discretion whenever it is not expressly limited by such orders and resolutions. The Chair shall submit an Annual Report of the operations of the Corporation at the Annual Meeting.
- b. **Vice-Chair.** The Vice Chair shall exercise the powers and perform the functions of the Chair in the Chair's absence.
  - c. **Clerk-Secretary.** The Clerk-Secretary shall be responsible for the drafting and handling of all official correspondence of the Executive Committee and the Board of Trustees., including meeting minutes, agenda, and action items. The Clerk-Secretary shall also be the custodian of and shall maintain and organize the official records and archives of all files (contracts, legal documents, proposals, estimates, minutes, etc.)
  - d. **Corresponding Secretary.** The Corresponding Secretary shall be responsible for communications to the Community and Membership, particularly donors to the Corporation.
  - e. **Treasurer.** The Treasurer shall be the Corporation's chief financial officer and custodian of funds. The treasurer shall not be limited to three terms on the Board of Trustees, but may serve in that position for an extended period of time.
  - f. **Assistant Treasurer.** The Assistant Treasurer shall keep all records and handle tax forms to ensure compliance with IRS regulations.

#### Article IV. COMMITTEES

- A. **The Executive Committee.** The membership of the Executive Committee shall be the Chair, Vice-Chair, the Clerk Secretary, the Treasurer, Assistant Treasurer, and Chairs of all Standing Committees. The Committee shall have such authority as shall from time to time be delegated to it by the Board of Trustees. Duties include approving the agenda for the Annual Meeting and all other Board of Trustee meetings, oversight of ongoing Board governance and development, overall responsibility over membership, and oversight of ad hoc/new committees as they are formed.
- B. **Other Standing Committees.** The following Standing Committees shall be reconfigured and organized annually by the Board of Trustees as soon as possible after the Annual Meeting. Standing Committees are established to assist the Board of Trustees and Executive Committee in managing and furthering the Corporation. The Chair of all Standing Committees shall be a member of the Board of Trustees, approved by a majority vote of the Board. Other members of Standing Committees may be Players. The Chair considers and approves the members of the Committee. Such Committees report to, and advise the Board of Trustees on Corporate affairs within its particular area of responsibility.
  - a. **The Trusteeship/Nominating Committee.** The Trusteeship/Nominating Committee shall identify, consider, and propose to the Board of Trustees, names of individuals to fill vacancies on the Board of Trustees. The Committee shall also review trustee participation on an annual basis and, following such review, shall present to the Board a slate of names of trustees up for term renewals. Orientation of new Trustees shall occur between the Annual Meeting of the Players and the first regular meeting following,

facilitated by the Trusteeship/Nominating Committee, ideally at the theatre, and to be done in person.

- b. **The Community Engagement Committee.** The Community Engagement Committee shall counsel the Board of Trustees on maintaining and expanding community relationships through programming and community outreach. The committee shall be composed of Board members, with the option to include non-Board members, with the mandate to attract audience and people (creators) from the community to exercise their talents on and off stage by (a) soliciting, reviewing and recommending proposals for the artistic program of the Corporation; (b) developing member events; (c) scheduling of the Corporation's facilities.
  - c. **The Infrastructure/Building Committee.** The Infrastructure/Building Committee shall advise the Board of Trustees on the maintenance and improvement needs of the Corporation's facilities. The Committee shall also maintain a current inventory of all equipment of the Corporation and shall devise and implement policies and procedures for the maintenance and rental of such facilities and equipment.
  - d. **The Development Committee.** The Development Committee shall be responsible for making recommendations to the Board of Trustees with respect to raising grants and other gifts to benefit the Corporation and for carrying out on behalf of the Corporation any fundraising approved by the Board of Trustees.
  - e. **The Digital Media & Communications Committee.** The Digital Media & Communications Committee shall be responsible for making policy recommendations to the Board of Trustees with respect to digital media and infrastructure (i.e. maintenance of mailing lists, emailing lists, emails, membership lists, website, e-media, and social media sites). Said Committee shall be tasked with oversight of on-going digital communications and the public to include oversight of publicity for Parish Players events and Parish Players identity.
- C. **Ad Hoc Committees.** Ad Hoc Committees may be created or dissolved at any time by a majority vote of the Board of Trustees. Ad Hoc Committees are generally committees that fulfill short- or long-term operational needs of the organization. The Board will appoint the Chair of any Ad Hoc Committee, which will be a current trustee. Membership may include Players, as with all Standing Committees. Such committees shall report to the Board of Trustees and will provide updates/reports to the Board on at least an annual basis.

## Article V. INDEMNIFICATION

- A. Each person who at any time has served as a member of the Board or of any committee of the Board shall, to the extent permitted by law, be indemnified by the Parish Players (The Organization) for all amounts paid or payable by that person as a judgment, penalty or fine, as reasonable amounts paid in settlement, and as reasonable expenses, including legal fees and disbursements, incurred as a result of any claim or proceeding in which that person may be involved or with which that person may be threatened, by reason of any action taken or omitted or alleged to have been taken or omitted by that person in any such capacity. However, such indemnification shall not be provided with respect to:

- i. Any breach of the person's duty of loyalty to the Organization;
  - ii. Any action not taken in the reasonable belief that the action was in the best interests of the Organization
  - iii. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
  - iv. Any transaction from which the person derived an improper personal benefit;
  - v. Any action brought by the person against the Organization;
- B. The determination of whether a person has met the relevant standard of conduct described in subsection (a) of this article, or is otherwise eligible for indemnification hereunder, shall be made by a majority vote of the disinterested members of the Board.

#### **Article VI. POLICY ON DISCRIMINATION AND HARRASSMENT**

The Parish Players is committed to providing an environment that is free from unlawful discrimination and harassment. The Organization maintains a detailed Discrimination and Harassment Policy, which can be found in the Parish Players Policies and Procedures Manual. This policy is reviewed and updated by the Board of Trustees on an annual basis.

#### **Article VII. AMENDMENTS**

These Bylaws may be added to, amended, or repealed in whole, or in part, by a 2/3 majority vote of the Board of Trustees. Such changes may be made by a majority vote at any meeting at which a quorum is present, provided that notice of the proposed addition, amendment or repeal has been given to each member in the notice of such meeting.

#### **Article VIII. FISCAL YEAR**

The Fiscal Year of the Corporation shall be the calendar year.