

## 1. Mission

The Mariemont Players, Inc., hereinafter referred to as MPI, is a non-profit organization dedicated to theater arts. Our mission is to entertain, inspire and enrich our audiences while providing an environment of artistic growth to our members, provided that all such activities fall within the provisions set forth in Section 501(c)(3) of the Internal Revenue Code of 1954.

## 2. Definition of Terms

In this document, the term MPI refers to Mariemont Players, Inc. The term YEAR refers to the MPI fiscal year, which shall run from July 1 to June 30 of the following year. The term BOARD shall mean the duly elected MPI Board of Directors. The term DIRECTOR is defined as a Board-selected Director of an MPI production. The SEASON UNDER CONSIDERATION is defined as the season following the current season.

## 3. Membership

### 3.1. Active Membership

All persons who agree to abide by these By-Laws are eligible for membership in MPI. Any person cast in an MPI production must become a member of the organization within two weeks of being cast. Active Membership in MPI requires the payment of dues as set by the Executive Board. Only Active Members have the right to produce, direct, or appear on stage in a role. Only active members 18 years of age or older have the right to vote, hold office, or serve on committees. Persons under 18 years of age may become members only with their parents' or guardians' written consent.

### 3.2. Membership Dues

Membership dues for each year shall be established by the Board. Membership dues are expected to be paid by July 1st of the New Season. Any Active Member who pays dues for the final season production shall remain an Active Member for the following fiscal year.

### 3.3. Honorary Life Membership

An Honorary Life Membership may be awarded to any person by majority vote of the Board. Honorary Life Members hold all privileges of active membership and all their future dues requirements are waived. All Emeritus Board Members shall automatically be awarded an Honorary Life Membership upon election to the position.

### 3.4. Associate Membership

An Associate Membership is available for crew and crafts persons as determined by the Board. Dues for Associate Membership are waived for the next six productions for the first

time they work on a production. Associate members may not appear on stage in an acting role, vote, hold office, produce, or direct.

## **4. Board of Directors**

### **4.1. MPI Officers and Members-at-Large**

The MPI Board of Directors shall consist of twelve members: eight Officers and four Members-at-Large. The Officers shall be the President, Past President, Production Vice President, Business Vice President, Technical Director, Marketing Vice President, Treasurer, and Secretary. All Officers shall be separate positions and equal to one vote each. The Members-at-Large shall be voting members of the Board entitled to one vote each. If the previous President is not available to serve as Past President, the Board position shall be filled by a fifth Member-at-Large. The Board is responsible for the essential business and operation of MPI and for all duties as specified in these By-Laws. The Board shall have a fiduciary duty to make decisions that are in the best interest of the theater.

### **4.2. Emeritus Board Members**

At its discretion, the Board may, but is not required to, appoint members of the Board as Emeritus Board members. Emeritus Board Members may attend Board meetings and shall be voting members of the Board. To be eligible to serve as an Emeritus Board Member, an individual must have served as a member of the Board for at least ten years, including the five consecutive years before being named as an Emeritus Board Member. No more than two Emeritus Board Members may serve on the Board at any one time.

### **4.3 Board Member Terms**

All Officers and Members-at-Large of the Board must have been active members in good standing for at least twelve (12) months prior to the year in which they shall hold office. The President, Secretary and Treasurer shall each serve one-year terms. The President is limited to two consecutive terms in office, but is eligible to serve again as President after a one-year absence from the position. The Secretary and Treasurer are limited to three consecutive terms in office but are again eligible for the same position after a year absence from their office. The Business Vice President, Production Coordinator, Technical Director, and Marketing Vice Presidents shall each serve two-year terms and are not term-limited. The Past President shall serve in that position until a more recent President remains on the Board after completing their term as President, unless the more recent President takes a different position on the Board, in which case the existing Past President shall remain in that position. The Members-at-Large are elected to serve for two years and are not term-limited, with two to be elected in odd-numbered years and two to be elected in even-numbered years.

### **4.4 New Officers and Vacancies**

All elective offices to be vacant as of July 1 shall be filled on or before June 1 at an election held during a General Membership meeting. Board Members' terms of office begin July 1.

Vacancies occurring during the current year for any Board position shall be filled by Presidential appointment, after approval by majority vote of the continuing Board members. The new term of office will begin immediately but will expire at the end of that position's regular term.

#### 4.5 Conflict of Interest

Each fiscal year, all Board members must sign a conflict-of-interest statement to be kept on file by the Secretary. The Secretary shall be responsible for distributing the conflict-of-interest forms to the Board at the first Board meeting of each fiscal year. The form shall be included in the Policies and Procedures Manual.

## 5. **Meetings**

### 5.1 Rules of Order

Robert's Rules of Order will prevail for Board meetings and General Membership meetings where procedural matters are not specifically addressed in these By-Laws.

### 5.2 Board Meetings

The Board shall meet monthly or at least ten (10) times each year to conduct essential business of MPI. All Board meetings are open for attendance by any Active Member. A Quorum of the Board shall be more than half the number of Board members.

### 5.3 General Membership Meetings

There shall be at least three (3) General Membership meetings each year. Twenty members, or 50% of the active membership in good standing, whichever is less, shall constitute a quorum for actions required by the General Membership.

### 5.4 Executive Session

During a Board meeting, the Board may enter Executive Session to discuss sensitive theater business or personnel matters. Only Board members shall attend the Executive Session. If any non-Board members are present at the meeting in which Executive Session is entered, such non-Board members shall be excused from the meeting prior to any Executive Session discussion. To initiate an Executive Session, the President shall move to enter the Board into Executive Session and the motion must be seconded by another Board member. A majority of the board must vote to approve the motion before the Board may enter Executive Session. The meeting minutes published by the Secretary may, in the Secretary's discretion, generally describe the topic of discussion of the Executive Session and any relevant Board decision that resulted from the Executive Session, but the Secretary shall refrain from publishing in the minutes any specific details of a sensitive or personal nature that prompted the Board to enter into Executive Session.

Notwithstanding the above, the Board's use of Executive Session is an exception to the

Board's general practice of open Board meetings; accordingly, the Board shall use its powers of Executive Session sparingly and only when reasonably required by the circumstances.

## 6. Duties of Board Officers

Further duties of Board Officers may be found in the Policies and Procedures Manual.

### 6.1 The President

#### 6.1.1 Chief Executive Officer

The President shall be the Chief Executive Officer of the organization and will preside at all Board and General Membership meetings.

#### 6.1.2 Presiding Officers in President's Absence

In the President's absence from Board meetings or General Membership meetings, the Past President shall preside with all rights and privileges of the President. If the Past President is not present, the most recent past president serving on the Board will preside with all rights and privileges of the President. If no previous past president is present, the Business Vice President will preside, with all rights and privileges of the President. If the Business Vice President is not available, the Production Coordinator will preside, with all rights and privileges of the President.

#### 6.1.3 Voting

Except as otherwise provided in these By-Laws or in the Policies and Procedures Manual, the President does not vote on any issue before the Board or the General Membership unless necessary to break a tie vote. If, pursuant to Section 6.1.2, a Board member other than the President presides at a Board meeting or General membership meeting, such Board member will have the same voting rights and privileges as the President.

#### 6.1.4 Financial Review

Before the close of each year, the President shall appoint a person other than the Treasurer to conduct a review of MPI's financial records.

#### 6.1.5 Committee Appointments

The President shall have the authority to create committees and appoint all committee Chairs, unless such appointment power is specifically granted to another Board member by these By-Laws, in which case the Board member to whom such appointment power is granted will appoint the relevant committee Chair. The President may sit *ex officio* on any committee except the Nominating Committee. The President does not have the right to vote as an *ex officio* member of a committee.

## 6.2 Production Coordinator

The Production Coordinator is responsible for establishing production policies for the theater, and shall maintain and update the Production Manual, as required. The Production Coordinator shall advise the Board of any necessary repairs and improvements to MPI's facilities or equipment, as may be required for successful productions. The Production Coordinator shall meet with production teams before each season to review MPI's policies and procedures. The Production Coordinator is also responsible for general supervision of each production, offering guidance and assistance where needed. The Production Coordinator is authorized to spend funds from the Production budget in accordance with Section 6.9 of these By-Laws.

## 6.3 Business Vice President

The Business Vice President shall be responsible for purchasing tickets, obtaining performance rights, and fund-raising for the theater. In consultation with the Production Coordinator, Box Office Manager and the Director of the current production, the Business Vice President will determine the feasibility of added performances. The Business Vice President is authorized to spend funds from the Business budget in accordance with Section 6.9 of these By-Laws.

## 6.4 Technical Director

The Technical Director is responsible for maintaining MPI's technical equipment, including the lighting system and instruments, sound equipment, and other production-related equipment. The Technical Director shall keep MPI's technical equipment in good working order through regular maintenance, cleaning, and repairs. The Technical Director shall be responsible for informing the Board of any necessary repairs to, or replacements of, the theater's technical equipment. The Technical Director will have an annual Technical budget, the amount of which shall be determined by the Budget and Finance Committee and approved by the Board. The Technical Director is authorized to spend funds from the Technical budget in accordance with Section 6.9 of these By-Laws.

## 6.5 Marketing Vice President

The Marketing Vice President shall be responsible for all marketing and publicity efforts on behalf of MPI. The Marketing Vice President shall be the Chair of the Marketing Committee and shall appoint the members of the Committee, which will meet on an as-needed basis as determined by the Marketing Vice President. The Marketing Vice President shall have an annual marketing budget, the amount of which shall be determined by the Budget and Finance Committee and approved by the Board. The Marketing Vice President is authorized to spend funds from the Marketing budget in accordance with Section 6.9 of these By-Laws.

## 6.6 Treasurer

The Treasurer is the Chief Financial Officer of the organization. The Treasurer shall ensure that a suitable set of books is maintained, with an accurate record of all operating and capital accounts and provision for adequate cash reserves. The Treasurer shall pay invoices only upon authorization of an appropriate Board member, Committee Chair, or Production Coordinator, who must certify that an expense is: (1) legitimate; and (2) authorized by the appropriate budget item. Payment of all appropriately authorized invoices or MPI Expense Reports must be done within thirty (30) days after the date of authorization. In the event of non-budgeted expenses, the Treasurer will submit these to the Board for approval by majority vote. The Treasurer will be responsible for tracking and accounting for all credit card and charge account activity. The Treasurer will submit a monthly financial statement to the Board, and shall make available, by the close of the fiscal year, their records to any financial reviewer appointed by the President. The Treasurer will chair the Budget and Finance Committee.

## 6.7 Secretary

The Secretary shall be responsible for keeping and publishing minutes of all Board and General Membership meetings, and for keeping a record of attendance at Board meetings. The Secretary shall prepare all official correspondence for the organization. The Secretary is responsible for keeping a chronological written record of all changes and amendments to these By-Laws.

## 6.8 Members-at-Large

Members-at-Large shall perform any other duties as requested by the President and not in contradiction with the responsibilities designated above. Members-at-Large shall also be responsible for expressing the concerns and viewpoints of the general membership to the Board. A Member-at-Large may chair any committee not specifically defined as another person's responsibility, upon appointment by the President. These committees include, but are not limited to: Nominating, Planning, House and Grounds, Ways and Means, and Membership. A Member-at-Large may also be appointed as ACT Representative. Specific duties for the members-at-large may be described in the Policies and Procedures Manual.

## 6.9 Authority to Spend Funds Without Prior Board Approval

The Business Vice President, Production Coordinator, Technical Director, and Marketing Vice President may, on behalf of MPI and without prior Board approval, spend up to \$500 from their respective budgets for any single theater-related purchase, so long as such purchases do not exceed \$2,500 in any single fiscal year. Receipts for such purchases must be promptly provided to the Treasurer and a report describing the purchase must be given to the full Board at the next regular Board meeting. Theater-related expenditures

exceeding \$500 in total cost must be approved by the Board before such expenditures are made.

Expenses related to a specific production are not included under this Section 6.9. Any such expenditures should be attributed to the particular production for which the purchase was made.

#### 6.10 Board Officers End of Term

All Board officers, upon retiring from office, are required to give to their successors all monies, accounts, records, correspondence, papers and other property belonging to MPI.

## **7 Resignations and Vacancies**

### 7.1 Resignations

Any member, including an elected or appointed Officer, Director, Committee Chair, or Production Coordinator, may resign from their office or position at any time. All resignations must be announced to the general membership.

### 7.2 Presidential Vacancy

In the event of a vacancy in the office of President, the Past President shall assume that office until the next election. If there is no Past President serving on the Board, the Business Vice President shall assume that office until the next election.

### 7.3 Board Member Removal

Any Board member, including the President, may be removed from the Board, upon motion, by a two-thirds vote of the active Board. The two-thirds percentage shall exclude the member to be removed but include any active Emeritus Board Members.

## **8 Operation of the Board**

### 8.1 Operation of MPI

The operation of MPI shall be vested in the Board, with certain functions performed by the Directors, play production heads, committees, etc. The Board shall: transact the general business of the organization; approve the schedule and selection of plays for each season; authorize expenditures; establish membership dues and ticket admission prices; select Directors; and authorize payments to contractors, such as box office manager, bookkeeper, janitor, or maintenance supervisor, except that NO PERSON MAY BE PAID FOR ACTING ON STAGE.

### 8.2 General Membership Advice and Consent

The Board shall operate with the advice and consent of the general membership. The Board's meetings and minutes shall therefore be open to all Active Members, subject to

Section 5.4 of these By-Laws. These meetings and minutes shall be construed as due notice to the general membership of actions taken, except that the Board may bring before the general membership such matters as it deems appropriate. A quorum of the general membership in good standing may, by majority vote, change an action the Board has taken, but the responsibility for considering such a change rests with the general membership.

### 8.3 Amendments to By-Laws

These By-Laws may be amended, by a two-thirds vote of those active members in attendance at a General Membership Meeting provided that a quorum is present, and that advance written notice of the proposed changes has been made at least twenty (20) days prior to the meeting. All other issues before the floor may be adopted after following "Roberts Rules of Order (Revised)."

## 9 Committees

### 9.1 Committee Absence

If a committee member is not available to serve, the Committee Chair may appoint an active member in their place.

### 9.2 Budget and Finance Committee

The Budget and Finance Committee is chaired by the Treasurer and shall prepare an annual budget, including projected income and expenses, to be presented to the Board for approval no later than the Board meeting prior to the start of the fiscal year. The other members of the committee shall be the President, the incoming President if a new President has been elected, the Technical Director, the Business Vice President, and the Chair of the House and Grounds Committee.

### 9.3 Planning Committee

The Planning Committee is responsible for the long-range planning of physical building improvements and shall recommend capital improvements related thereto. The committee will be appointed by the Chair and shall include the Chair of House and Grounds.

### 9.4 Reorganization Committee

The Reorganization Committee is responsible for review of these MPI By-Laws and shall recommend to the membership such improvements as will strengthen the operation and organization of MPI. Amendments or revisions of these By-Laws will be accomplished only in accordance with the procedures specified in Article 13. The committee is responsible for the editing and maintenance of the Policies and Procedures Manual. The committee will consist of three or more Active Members and be chaired by a person appointed by the President.

### 9.5 Artistic Committee

The Artistic Committee shall be chaired by a Board Member appointed by the President. This committee is responsible for presenting the Season Under Consideration to the Board

for approval. The Board shall make the final determination on season selection, including the right to reject a play from consideration. A budget shall be established by the Board to obtain scripts for evaluation. The committee shall select a balanced season of plays considering the MPI audience, technical limitations, production budget limitations and performance rights (royalties). The Business and Production Vice Presidents shall be consulted for assistance in these matters. Refer to the Policies & Procedures Manual for deadlines and for specific composition of the committee.

#### 9.6 Nominating Committee

The Nominating Committee shall be chaired by a member of the Board appointed by the President. Two other committee members will be selected by the Chair. The committee shall compile a suitable list of candidates, based on the procedures as set forth in Section 4.2 of these By-Laws. The committee shall submit a slate of candidates for elective office at the March Board meeting, and the nominations shall be announced to the membership at least twenty (20) days prior to the April General Membership meeting. Election of officers shall be held at the April general membership meeting, at which time any Active Member may nominate qualified candidates for office from the floor.

#### 9.7 House and Grounds Committee Chair

The House and Grounds Committee Chair will be appointed by the President. The Chair may select additional committee members. The House and Grounds Committee will oversee the routine maintenance, repair, and housekeeping of the Walton Creek Theater, including the surrounding grounds, but is not responsible for the stage area or for production equipment and supplies. The committee will work within an annual maintenance budget.

#### 9.8 Membership Committee

The Membership Committee shall be responsible for welcoming and enrolling new members, collecting dues, and maintaining records of members. Recordkeeping reports, that include members' names, dates and monies received, must be submitted to the Board upon request. The Chair shall be a member of the Board and is appointed by the President. The Chair may select other committee members for assistance in matters such as party planning and recordkeeping.

#### 9.9 Optional Committees

Optional Committees may consist of, but need not be limited to, the following, as the Board deems appropriate: development, production committees, tickets, publicity, promotion and marketing, programs, program advertising, house services (ushering, refreshments, building security and similar services during performances), meeting entertainment; hospitality, historian, costume maintenance, and membership correspondence. These and other functions may be combined, added or deleted on a yearly basis at the discretion of the Board. Committees outlined under the duties of the Production and Business Vice-Presidents in Section 6 will be those officers' immediate responsibility; all other committees will be the responsibility of the President.

## 10 Directors

Final approval of Directors for the *Season Under Consideration* will be made by the Board of Directors. Refer to the Policies & Procedures Manual for specific deadlines and additional rules regarding the selection of Directors. All Directors applying must adhere to the application rules as written in the By-Laws and in the Policies and Procedures Manual. Any person selected to direct must become an Active Member of MPI prior to Board approval of the *Season Under Consideration*.

## **11 Auditions**

It is the policy of MPI to hold open auditions for all roles in all productions. Open auditions may be held as early as the Director wishes, but the auditions must be made known to the community at least two weeks prior to the first open audition. The Director is free to invite individuals to audition, but, except in extraordinary circumstances, roles may not be promised to any individual prior to the open auditions. If the Director feels that extraordinary circumstances require pre-casting, then the Director must get prior permission from the Board to do so. Any pre-cast roles must be included in any audition notice.

## **12 Legal and Financial**

### 12.1 Payment to Members

No Active Member of MPI may receive any remuneration for work performed in conjunction with an MPI production, except as reimbursement for properly approved out-of-pocket expenses. The Treasurer shall pay all properly receipted and duly authorized invoices and MPI Expense Reimbursements within thirty (30) days of the date of authorization (see Section 6.4). Anyone, including members, may be employed in a non-production capacity as authorized in Section 8.

### 12.2 Signing Documents

The President, Treasurer, and Secretary shall be authorized to sign all legal documents in the name of the Mariemont Players, Inc., but only when authorized by duly recorded approval of a majority of the Board. Checks, saving account withdrawals, and other financial instruments must be signed by the Treasurer or a designated agent. Contracts for house rentals or performances may be signed by the Business Vice-President. Maintenance or building construction contracts may be signed by the House and Grounds Chair, after approval of the Board.

### 12.3 Ticket Audits

The Box Office Manager shall make a full accounting for all tickets sold and unsold for each play and shall deposit all monies received into MPI's bank account.

### 12.4 Capital Expenditures

Any capital expenditure of more than \$1000 must be approved by eight (8) or more Board members. For these expenditures, the President may vote.

#### 12.6 Property Loans

Refer to the Policies and Procedures Manual for rules regarding Property Loans.

#### 12.7 Rentals

Refer to the Policies and Procedures Manual for rules regarding Rentals.

#### 12.8 Benefit Performances

Refer to the Policies and Procedures Manual for rules regarding Benefit Performances.

#### 12.9 Attorney

Legal questions that cannot be resolved by the Board shall be referred to a qualified attorney. The President will choose the Attorney with the advice and approval of the Board.

#### 12.10 Disposal of Mariemont Players Property

Two-thirds of the entire active MPI membership must approve any action that would result in disbanding, disposal of real estate, or disposal of MPI property valued at \$10,000 or more. Notice of such proposed actions must be given to all active members at least 60 days in advance.

### **13 Policies and Procedures Manual**

The Policies and Procedures Manual includes policies and procedures that are not specified in these By-Laws. It is written and maintained by the Board as a living document that can be changed over time with the Board of Directors approval.