

Bylaws for Carrollwood Players, Inc

Article I Name

The name of the organization shall be Carrollwood Players, Inc.

Article II Purpose & Powers

Section 1 Purpose

- A. The purposes of this organization are:
 - a. To promote a greater knowledge of the theatrical arts and skills by developing talent and training members in all branches of dramatic presentation, through theatrical productions.
 - b. To foster and promote the exchange of information, experience, and ideas, and by presenting a variety of stage productions for the entertainment and benefit of the public. Auditions shall be open to all members of the community.
 - c. To engage in and subsidize activities designed to foster the foregoing purposes of the organization as limited by applicable laws and regulations of the state and federal governments.
- B. This organization is committed to conducting all activities of this organization with fairness, honesty, respect, transparency and inclusiveness. Ever mindful of these core values, the organization maintains the following practices:
 - a. Fairness in casting and all other opportunities for involvement.
 - b. Honesty in financial dealings and all business affairs.
 - c. Respect for all volunteers, participants, and patrons.
 - d. Transparency of all board activities, meetings, and decisions.
 - e. Inclusiveness in all organization activities, committees, productions and events.
- C. All participants, regardless of their role, are expected to conduct themselves at all times with these core values in mind.
- D. The mission of Carrollwood Players, Inc. is to promote a greater knowledge of theatrical arts and skills, to increase accessibility to live productions for people from all backgrounds, to foster creativity, artistic expression, learning, and the exchange of ideas, and to present quality, affordable entertainment created by and for members of the community.

Section 2 Powers of the Corporation

In the furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, Carrollwood Players, Inc. may collect membership dues, admission fees, gratuities, and bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all of the powers granted by law in the State of Florida.

Section 3 Not-for-profit Status

Carrollwood Players, Inc. is a not-for-profit corporation. All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1. In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for any worthy purposes in accordance with a majority of the votes cast at a final meeting of Board of Trustees called for that purpose.

Section 4 Non-Political

Carrollwood Players, Inc. is nonpolitical in character and shall not engage in political activities of any nature.

Article III Membership

Carrollwood Players, Inc. is a non-membership organization and shall not have any members for the purposes of these bylaws. The Board of Trustees may wish to provide avenues of support named "member" or similar title, which shall have no authority with respect to the governance of the organization.

Article IV Management.

Section 1 Board of Trustees

The affairs of the organization shall be managed by a Board of Trustees, hereafter referred to as the Board, consisting of as many Trustees as the Board shall determine is necessary to meet the organization's needs.

A. Authority

- a. The Board shall be responsible for all official actions of the organization including custody and disposition of funds and property. Except as provided elsewhere in these bylaws, all directives and actions of the Board must be mandated by a simple majority affirmative vote of the Trustees present at the meeting. No proxy vote or absentee vote is permitted at a Board meeting.

B. Officers.

- a. All officer positions shall be for a term of one year, elected at the annual meeting as outlined below.
- b. The President shall serve as the Chair of the Board, preside at all meetings of the Board, call special meetings of the Board, and designate committee co-chairs. The President shall exercise powers specified within the policies set forth in these bylaws and the policies established by the Board.
- c. The Vice President shall act as President in the temporary absence or disability of the President and shall act as interim President until a permanent vacancy can be filled as described in these bylaws. The Vice President shall also co-chair the Development Committee.
- d. The Secretary shall keep an accurate record of all meetings of the organization and of the Board. A copy of the minutes shall be made available to all Trustees prior to the succeeding meeting, and all approved minutes for the previous three years shall be made available to the public via the organization's official website. The Secretary will be responsible for amending the minutes as agreed by the Board and maintaining the formally agreed copies of the minutes. The Secretary will be the custodian of the official record of the membership and send out all official notifications to the Trustees and the public.
- e. The Treasurer shall have care and custody of all funds of the organization, receiving and depositing them as directed by the Board, and shall cause financial reports to be prepared as required by the Board.
 - i. An accurate and complete accounting of all income and expenses shall be maintained.
 - ii. A financial report, including a Revenue and Expenses statement shall be provided to the Board at all regular Board meetings.
 - iii. The Treasurer is responsible for completing all required State and Federal reports.
 - iv. The Treasurer shall serve as the Trustee Co-Chair of the Finance Committee.

C. Removal from Office.

- a. Any Officer may be removed from office by a majority vote of all of the remaining members of the Board. Such a vote shall be cast by written ballot.

D. Vacancy.

- a. With the exception of the President, any Officer vacancy occurring by reason of death, resignation, or removal, shall be filled by a majority vote of the remaining members of the Board. Such appointees shall serve for the unexpired term of the vacant position.
- b. If a vacancy occurs in the office of President, a special meeting of the Board shall be called and a willing Trustee shall be elected to serve as President for the unexpired portion of the term. Such election shall be accomplished in the manner prescribed in these Bylaws, and the meeting shall be open to the public.
- c. Vacancies in the Board of Trustees may be temporarily filled upon recommendation by the Governance Committee, by majority vote of the Board, until the next Annual Meeting, at which time the members shall elect a Trustee for the unexpired term if any.
- d. The Board is not required to fill a vacancy provided the number of remaining Trustees is sufficient to meet the organization's needs.

E. Temporary Vacancy.

- a. In the event any Trustee, with the exception of the President, is unable to serve for a period of not less than one nor more than six months, the President may appoint a substitute to fulfill that Trustee's duties during his/her absence. Such appointment shall be subject to the concurrence of the Board at the first regular meeting following the appointment. Trustees appointed to a Temporary Vacancy may be appointed to fill an unexpired term if the absent Trustee cannot return.

F. Disciplinary Action

- a. A breach of duty will result from cases of repeated absences and/or inappropriate conduct by Trustees or Officers. This can include, but is not limited to, malfeasance, misfeasance, or nonfeasance.
- b. All such incidents will be referred to the Governance Committee, which shall meet to review evidence and interview individuals as needed. The Governance Committee shall recommend action to be taken at the next Board meeting, which shall be either:
 - i. Censure of the offending Trustee as an official reprimand, including steps to be taken by the offending Trustee
 - ii. Removal from office or expulsion from the Board
- c. The Board shall consider the recommendation at its next meeting and shall accept and enforce the action by a sixty percent majority. Discussions of disciplinary action may be closed to the public as deemed necessary by majority vote of the Board.

G. Qualifications.

- a. The Trustees must be residents of Hillsborough, Pinellas or Pasco counties in Florida at the time of their nomination, and for the duration of their terms of office. Sixty percent of the Trustees must be residents of Hillsborough County at any time.
- b. Only those who are natural persons may serve on the Board of Directors.
- c. All Trustees must be at least 21 years of age and hold a valid driver's license.

H. Requirements & Duties

- a. All Trustees will be required to make an annual financial commitment, which they may provide individually or solicit from others outside of the formal events and processes established by the Development Committee.
 - i. The level of the commitment will be determined annually.
 - ii. Trustees who fail to fulfill their commitment shall be determined to have committed nonfeasance and will be referred to the Governance Committee for possible disciplinary action.
- b. All Trustees are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.
- c. When acting on behalf of the organization, all Trustees must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest.
- d. All Trustees must ensure that the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.
- e. All Trustees must work in good faith with staff, other Trustees, and all volunteers as partners toward achievement of our goals, while upholding the values of the organization.

I. Benefits

- a. The Board, at its sole discretion, may provide incentives or expressions of gratitude to Trustees, provided such incentives do not violate state or federal laws and regulations pertaining to non-profit status.
- b. All incentives must be provided to all Trustees equally, while expressions of gratitude may vary as circumstances warrant.
- c. The Board may not provide cash incentives to Trustees.

Article V Standard Operating Procedure

- A. The Board shall adopt and maintain a written Standard Operating Procedure (SOP) to govern the operations of the organization and its programs and enforce the provisions of these bylaws.
- B. Such SOP shall be amended as new policies are adopted by the Board.
- C. Any Trustee may propose a new policy, and the Artistic Council may propose artistic-related policies. The Board may authorize staff positions to propose policies.
 - a. All policies shall be provided, in writing, as amendments to the SOP.
 - b. Passage shall require a sixty percent plus one majority of those Trustees present and voting.

Article VI Board Meetings

Section 1 Regular Meetings

- A. The Board shall meet every other month, except as otherwise determined by the Board or the President. Trustees are expected to attend all scheduled meetings or provide a justifiable explanation to the secretary or the president at least 24 hours prior to the meeting.
- B. Except as provided elsewhere in these bylaws, non-Trustees may attend Board meetings but may only speak during the meeting with the approval of the Chairperson.

Section 2 Annual Meeting

- A. The Annual Meeting of the Board of Trustees shall be held during the month of September at such time and place established by the Board.
- B. Election of Trustees to the Board shall occur at the Annual Meeting. Those elected to the Board shall take their place at the completion of the Annual Meeting.
- C. Non-Trustees may attend the Annual Meeting but may only speak during the meeting with the approval of the Chairperson.

Section 3 Meeting Location & Attendance

- A. The meetings of the Board, including the Annual Meeting, shall be held at the organization's main facility or at such other place as the Board, upon a majority vote, shall find to be convenient. Meetings held at other locations must be places available to the public.
- B. Emergency meetings of the Board may be held solely via electronic means, provided the meeting can be recorded. In this case "emergency" may be defined as any measure requiring action by the Board
- C. Trustees are encouraged to attend meetings in person whenever possible. In cases of illness or other reasons, Trustees may attend a Board meeting via electronic means.

Section 4 Training Sessions and/or Retreat

If the Board of Trustees schedules training sessions or a Board retreat, where no official decisions will be made or policies adopted, such sessions and retreats do not need to be open to the public. Trustees organizing or leading a training session and/or retreat shall provide a summary via a report at the next Board meeting.

Section 5 Notice

Notice of meetings shall be given to Trustees in person, by email, or by social media website(s) as the need dictates. Notice of meetings shall be provided to the public via the organization's official website and/or social media.

Section 6 Quorum

Sixty (60) percent plus one of the sitting Trustees (rounded up to a whole number) shall constitute a quorum. At least one officer must be present.

Section 7 Agenda

- A. The President shall establish the formal agenda for each meeting, upon recommendation from other members of the Board. Each meeting shall include, at a minimum and in any order, the following:
 - a. Adoption of the minutes of preceding meeting or meetings, as submitted and/or amended
 - b. Reports for each officer and staff, if applicable.
 - c. Reports from each Board Committee and the Artistic Council
 - d. Time for new business, with unfinished items remaining as old business at subsequent meetings
- B. The Agenda for each meeting shall be posted to the organizations' official website no later than three business days before the meeting. New business may only be added to the agenda after this date by three-fourths (3/4) majority vote of the Board on the day of the meeting.

Section 8 Minutes

The Minutes of the Board Meetings shall include a summary of topics covered in reports as well as the details of any decisions made by vote. The arguments for or against a decision may be included only at the direction of the Board. Minutes for all meetings shall be made available to the public via the organization's official website for a period of no less than three years.

Article VII – Board of Trustee Nominations, Selections and Terms

Section 1 Nomination

No later than 45 days before the Annual Meeting the Governance Committee shall submit to the Board a list of candidates for consideration. The names and basic biographic information, as determined by the Governance Committee or the Board in the Standard Operating Procedure, shall be posted to the organization's official website for public review. There is no requirement that more than one person be nominated for each vacant seat.

Section 2 Selection

The Board shall select Trustees from the list submitted by the Governance Committee at the Annual Meeting. Each existing Trustee shall cast as many votes as there are vacant seats and/or candidates, whichever is lesser. Trustees shall run at large and be elected by plurality.

Section 3 Term Limits

- A. All Trustees shall be appointed for two-year terms except as provided in these bylaws.
- B. No Trustee may be appointed to serve more than three consecutive terms, whether any term is full or partial.
- C. Upon completing two consecutive elected terms a Trustee must come off the Board for a full year and is not eligible to be appointed to fill a vacancy on the Board or be nominated for appointment to the Board until the annual meeting one year after the end of his/her third term.

Article VIII Organization

Section 1 Board Committees

- A. Official Standing Committees and Ad Hoc Committees may be established by majority vote of the Board to assist in the conduct of the affairs of the organization. The responsibilities listed in these bylaws may be augmented by the Board.
 - a. Committees shall have the power to make motions at Board meetings, provided the motion was approved by majority vote of the Committee.
 - b. The President may appoint additional groups without power to take action as needed. The Board may, by majority vote, disband the group.
- B. Unless otherwise specified in these bylaws:
 - a. All Board Committees shall include two Co-Chairs, one Trustee and one non-Trustee and any number of volunteers. Whenever possible, the Trustees and Volunteers shall not participate in more than one committee.
 - b. Each Co-Chair:
 - i. Will be appointed by the President for a term of one-year.
 - ii. Is limited to two one-year terms.

- iii. May be removed at any time by a majority vote of the Board. Removed Co-Chairs may not serve as members of the committee for a period of two years.
 - iv. Shall not volunteer for any other committee.
 - c. No more than three (3) Trustees may serve on a single Committee.
 - d. Staff members, if any, may not serve as voting members of a committee, but may be asked to provide support for Committee business. The level and manner of support shall be outlined in policies established by the Board.
 - e. The Co-Chairs shall be responsible for ensuring the goals are met.
 - i. Tasks and assignments shall be undertaken voluntarily by any member.
 - ii. The Co-Chairs shall utilize best project management practices to work with volunteers to achieve specific, measurable, achievable, and tangible goals.
 - iii. Volunteers should not be asked to take on more tasks than each can be reasonably expected to fulfill.
 - f. Volunteers who are not contributing to the progress of a committee shall be removed upon agreement by the two Co-Chairs. Such removal shall be immediate, with the circumstances precipitating the action reported to the Board. The person removed may formally request to be reinstated by letter, electronic or otherwise, to the Co-Chairs, and may appeal the decision to the Governance Committee of the Board.
- C. Committee votes on recommended Board actions or policies, or for decisions delegated to the Committee by the Board, shall be by majority vote unless otherwise specified by these bylaws or by the Board in the Standard Operating Procedure.
- D. All Committees shall meet in person at least once per quarter and may decide to meet more often. The Board may also dictate more frequent meetings.
- E. Standing or Ad Hoc Committees shall include at least the following, however the Board may establish additional committees:
 - a. Development – The Development committee, for which the Vice President shall be the Trustee Co-Chair, shall:
 - i. Be responsible for overseeing all fundraising activities of the organization, including but not limited to: direct solicitation of donations; events and programming; planned giving; and corporate and individual sponsorships.
 - ii. Develop a fundraising strategy for each fiscal year no later than the start of the fiscal year.
 - iii. Recommend the annual financial commitment requirement for the Board.
 - b. Governance – The Governance committee shall be responsible for:
 - i. Overseeing the operations of the Board of Trustees.
 - ii. Ensuring transparent compliance with these bylaws.
 - iii. Overseeing the process to identify, review, and recruit new candidates for the Board.
 - iv. Investigating any allegations of Trustee misconduct as identified in these bylaws.
 - v. Reviewing appeals submitted by individuals removed from a Board Committee.
 - vi. Vetting applicants for the Artistic Council to be approved by the Board of Trustees.

- c. Finance – The Finance Committee oversee the fiscal operations of the organization, including the preparation of an annual budget for the next fiscal year to be submitted to the Board for approval. The Committee shall also conduct a quarterly review of all financial transactions and submit a report to the Board on the progress against the approved budget. The Board shall make these reports available to any Trustee requesting such information. Additionally, for this Committee:
 - i. The Treasurer shall serve as the Trustee Co-Chair.
 - ii. Membership of this committee shall be limited to one additional Trustee and two non-Trustees.
 - iii. Policies recommended by or decisions delegated to this this Committee shall require a 3/4ths vote.
- d. Facility Operations – The Facility Operations Committee shall be responsible the physical plant owned and/or rented by the organization and the operations of the box office and concession stand. These responsibilities may be delegated to staff hired for this purpose or for volunteers recruited for and who agree to do so.
- e. Marketing – The Marketing Committee shall oversee the promotion of the organization's activities.
 - i. Each year, prior to the fiscal year, the Committee will establish a strategy which may include, but will not be limited to:
 - 1. Posting to the organization's official website
 - 2. Use of social media
 - 3. Use of paid advertising
 - 4. Public relations and other earned media
 - 5. Print or electronic mail
 - ii. The Committee shall review, at least annually, the organization's official website to ensure all information is accurate and up to date.
 - iii. The Committee may provide specific titles to members, such as but not specifically requiring: newsletter editor, webmaster, publicist, etc.
- f. Audit – The Audit Committee, shall not include any member of the Finance Committee or any Officer, will perform two functions.
 - i. The first is to conduct an internal audit or oversee an external audit of the organization finances each fiscal year, which will be posted to the organization's official website.
 - ii. The second is to annually review the operations of the organization, to ensure policies are being followed and document instances where the policy was not followed; the policy audit report may include recommendations for Board action and shall be made available to any Trustee or volunteer upon request.

Section 2 Artistic Council, Council Subcommittees, and Teams

A. Artistic Council

- a. All artistic functionality of the organization will be vested in the Artistic Council, within policies established by the Board. The Council will be made up of 9 to 11 volunteers familiar with the operations, strengths, and challenges of the organization. Council members shall serve as Executive Producers for official productions as well as liaisons for outside groups performing at organization facilities.

- b. All members of the Council shall voluntarily agree to serve for a full year, understanding the obligations described in these bylaws and policies established by the Board.
- c. The Council shall appoint the following positions:
 - i. Chair – The Council Chair shall oversee meetings of the Council and serve as the liaison to the Board. All policy proposals passed by the Board shall be submitted by the Chair at the next meeting of the Board, regardless of the personal opinion of the Chair. The Council Chair also appoints the Artistic Council Subcommittees.
 - ii. Vice Chair – The Council Vice Chair shall act as Chair in the temporary absence or disability of the Chair
 - iii. Recording Secretary – The Council Recording Secretary shall keep minutes of all meetings, to be forwarded to the Board Secretary prior to each Board meeting, for distribution to Board members.
- d. The Council shall review any proposal before the Board affecting or changing any artistic policies, ensuring any vote taken by the Board on an issue will be an informed one.
- e. Council Meetings
 - i. The Council shall meet monthly to discuss productions and make recommendations to the Board.
 - ii. Council meetings shall follow the same processes as Board meetings as described in these bylaws.
- f. The Artistic Council shall have sole authority to:
 - i. Select shows for each season
 - ii. Select directors for each show
 - iii. Approve performances by other organizations, including any share of ticket revenue
- g. The Artistic Council shall recommend to the Board:
 - i. Changes to ticket prices or the proposed budget for production-related expense
 - ii. Policies to ensure high-quality productions
- h. The Council shall work with the Treasurer to ensure rights and royalties for all shows are satisfied as soon as practicable once the Council approves the shows for the season. The Council will work with the Treasurer to obtain refunds for any canceled shows.
- i. The Council will also oversee annual artistic awards, if they are to be held, within parameters established by the Board.
 - i. The Council shall determine the type of awards and eligibility requirements, as well as the process for voting. The voting process may, but is not required to, include voter interactions with the organization – such as donors, patrons, and volunteers.
 - ii. Only the Council may decide not to move forward with artistic awards.
 - iii. The Council and the Board shall jointly determine the best way to present the awards to recipients.

B. Calendar Subcommittee

- a. In the absence of a staff member with similar responsibility, the Council shall appoint a Calendar Subcommittee. The Subcommittee shall establish processes for requesting space at all organization facilities including auditions, rehearsals, outside performances, and other uses.

- b. The Subcommittee shall also establish the recommended calendar for shows to the Show Selection Subcommittee one month prior to the Show Selection Subcommittee's meeting to approve a recommended slate of shows.

C. Production Teams

- a. Teams of volunteers shall be formed by each Executive Producer to perform such functions necessary to ensure a quality production. The Council shall establish the composition and responsibilities of the Teams.
- b. The Teams shall ensure expenses for each production do not exceed the budget established by the Board.

D. Show Selection Subcommittee – This Subcommittee, consisting of no more than nine members, only two of whom shall be Council members, shall be to identify and select prospective shows and submit their titles to the Council for approval.

- a. The Subcommittee shall receive suggestions from its own members, Council members, and interested members of the public to select titles for reading. The Subcommittee shall establish a deadline for submissions to be considered to limit the focus.
- b. The Subcommittee shall be provided a budget to purchase, or otherwise obtain sample copies of the shows to read, and circulate them among its members. Purchases shall follow the policies set forth in these bylaws and the policies established by the Board.
- c. A rubric for rating shows shall be established by the Subcommittee, which may be changed each season. The rubric may include items such as: theme, situation, lines, characterizations, practicability for casting and production, potential audience appeal, and other criteria which the Subcommittee may determine.
- d. On the basis of the ratings, the Subcommittee shall select a sufficient number of shows to be presented during the ensuing season and present them together with the synopses, full length copies, and its recommendations. As part of this recommendation, the Subcommittee shall ensure all shows are available to the organization and shall include the cost of the rights for the production in the information presented to the Council.
- e. The show recommendations shall be submitted to the Council eight months before the start of the next season, to enable the Director Recruitment Subcommittee to complete its work.
- f. Show Selection Subcommittee members will attend the Council meeting where the recommendation is made.

E. Director Recruitment Subcommittee – This Subcommittee, consisting of no more than six members, only two of whom shall be Council members, shall identify and interview prospective directors and submit their names to the Council for approval.

Section 3 Donors and Volunteers

The Board shall specifically be empowered to:

- A. Solicit funds from any and all persons and corporations as deemed necessary to fulfill the organization's mission. The Board may, at its discretion, set limitations as to sources it feels would be inappropriate to either solicit or accept. The Board may, at its discretion, delegate authority to other volunteers or staff to solicit funds.
- B. Recruit volunteers for the positions and duties listed in these bylaws as well as other positions it may create in the future. The Board may delegate this authority to other volunteers or staff. The Board shall establish policies for recruiting, training, retaining, and dismissing volunteers.

Article IX Finances

Section 1 Fiscal Policy

- A. The organization's financial policy shall be to acquire funds, in-kind services, tangible assets, and real assets suitable for the following purposes in keeping with the objectives of the organization:
 - a. Preparation and presentation of theatrical productions.
 - b. The conduct and support of worthy activities, such as instruction in the theatrical arts and provision of scholarships for deserving students.
- B. The organization may reimburse any individual, including Trustees and staff, for reasonable expenses incurred during the normal course of business, provided the expenses are within the policies established by the Board.

Section 2 Funds

- A. The organization shall divide its properties and assets into the following funds. All Funds are under the custody of the Treasurer and are disbursed in accordance with direction of the Board. The names of the funds may be changed as the Board sees fit, and each fund may be allocated to more than one financial account or instrument, but the Board shall always maintain three types of accounts.
- B. Working Fund. This fund represents the allocation of assets in an amount necessary for the performance of the routine administrative and operational tasks of the organization including, but not necessarily limited to, administrative expenses and expenses related to theatrical productions.
- C. Reserve Fund. This fund represents at least 20% of the annual budget, held such that an amount may be transferred to Working Fund to meet unexpected needs. Such transfers should be repaid, if possible, prior to the next annual meeting.
- D. Building Fund. This fund represents the balance of the organization's assets and are available for growth investments and the acquisition of real property designed to enable the organization to accomplish its objectives as defined in these bylaws

Section 3 Gifts, Gratuities, and Bequests

- A. The solicitation mechanism for acquiring these funds shall be designated by the Board upon recommendation of and under the oversight of the Development Committee.
- B. Donations for gifts, gratuities, and bequests shall be separated into two categories.
 - a. Those for operating expenses shall be designated for the Working Fund or Reserve Fund.
 - b. Those for acquisition of real property shall be designated for the Building Fund.

Section 4 Banking Practices

- A. All monetary assets of the organization except those assets specified by the Board and shall be maintained in a banking institution designated by the Board. Withdrawals may be made only to meet the financial obligations of the organization.
- B. The Board shall designate any officer or staff who shall have permission to sign checks and/or obtain debit and credit cards in the name of the organization.

Section 5 Interest in Assets

No member of the organization shall have any right, title, or interest in any property of the organization. No person whose affiliation the organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the organization.

Section 6 Fiscal Year

The fiscal year for the organization shall be from September 1 through August 31.

Article X Staff

- A. As necessary, the Board shall be authorized hire or contract with individuals to serve as staff for the organization. Specific positions shall be established in the Standard Operating Procedure.
- B. Performances reviews of staff shall be conducted by the Board or by supervisory staff, where applicable. Review process shall be established in the Standard Operating Procedure.

Article XI Theatrical Policy

Section 1 Policy

- A. The organization states the following to be their basic theatrical policy:
 - a. A goal of the organization is to achieve a high-quality production of any theatrical presentation.
 - b. All theatrical presentations may be presented as determined by the Artistic Council within policies established by the Board.
 - c. Shows shall be selected with due regard for excellence, audience appeal, and production practicability.
 - d. The number of shows to be presented shall be set by the Artistic Council based on the policies established by the Board.
 - e. The Board of Trustees and the Artistic Council shall ensure there is an equal opportunity for all to be involved in a manner commensurate with their available time, education, experience, and interests.
- B. Further goals shall be to provide the opportunity and media for the exercise and enhancement of the creative talents and skills of volunteers and other interested persons; foster the enjoyment of the production staff in presenting the best live productions; and improve the cultural education and development of the community through the presentation of theatrical productions.
- C. A contract shall be required for all artistic positions for whom the Board establishes a stipend, which may include but is not limited to: directors, musical directors, choreographers, stage managers, and/or set designers. The Board shall annually establish the levels of all stipends, if any, to be offered.
- D. All persons involved with the organization productions must comply with policies set by the board and conduct themselves with the core values of the organization in mind.

Section 2 Casting

- A. The selection of performers to fill the roles of an official organization production shall be based solely on the candidates' abilities to portray and project the roles in question based on public auditions.
- B. The casting of a play shall be under the control of the Director, under the guidance of the Executive Producer, and within the policies established by the Board. At no time may a role be cast ahead of time without following established Standard Operating Procedures.
- C. Advance public notice of auditions must be made. Auditions shall be held over a sufficient period of time to provide all interested persons an opportunity to appear.

Section 3 Directors

A Director shall be chosen for each show by the Artistic Council prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the artistic interpretation and overall production of the presentation, within the policies established by the Board.

Article XII Parliamentary Procedure

Roberts "Rules of Order" latest edition, shall be the parliamentary authority for all matters of procedure not otherwise defined by these bylaws or by the laws of the State of Florida.

Article XIII Amendments

Section 1. Procedure

- A. These bylaws may be amended by 3/4ths vote of the Board of Trustees at a meeting specifically called to address the amendments, with no more than one meeting for this purpose per year.
- B. Amendments affecting the artistic nature of the organization must be reviewed by the Artistic Council at a joint meeting between the Board and the Council.
 - a. Such meeting shall not be on the same day as the Board meeting to approve amendments.
 - b. The Council may vote to provide a consensus position on any or all proposed amendments, however such vote will be non-binding on the Board.

Section 2. Public Review & Comment

All amendments must be posted on the organization's official website for public review, and the Board must allow public comment electronically and in-person at the Board meeting before a vote.

Article XIV Reorganization Meeting

Section 1 Principle

- A. If the actions of the Board of Trustees become detrimental to the interests of the organization, interested parties may call for a Reorganization Meeting.
- B. Interested parties shall be defined as individuals who have an affiliation with the organization through at least one of the following methods:
 - a. Serving on the Board, Council, or as a member of a Committee or Production Team
 - b. Participating as cast or crew member of a theatrical production
 - c. Purchasing a season ticket, if offered by the organization
 - d. Providing a cash gift, bequest, or cash donation greater than \$5

Section 2 Petition

- A. Any interested party may issue a petition for a Reorganization Meeting.
- B. The petition shall include the reason(s) for calling a Reorganization Meeting.
- C. Only the physical signatures of interested parties, as defined above, shall be counted. Electronic petitions shall not be used in for this purpose.

- D. The petition call must specify the date of the meeting, which shall be no more than 45 days from the start of the petition process.
- E. If 100 interested parties sign the petition, the meeting shall be automatically called.

Section 3 Meeting

- A. At the meeting, the presiding officer shall be the person or persons who issued the petition. Roberts Rules shall be used to conduct the meeting, and any interested party may participate, including those who did or did not sign the petition.
- B. The Meeting shall consider the following options:
 - a. Removal of one or more Trustees.
 - b. Disbanding the Board of Trustees and re-appointing new Trustees.
 - c. Amending the Standard Operating Procedures.
 - d. Amending these bylaws.
- C. All votes shall be made via secret ballot.
- D. Any decision made at the Reorganization Meeting shall be by majority vote of all interested parties in attendance.
- E. No future amendment of these bylaws can remove or amend this article other than via a Reorganization Meeting, although it may be renumbered.

Article XV Transition

- A. As these constitute new bylaws proposed for the August 2018 annual meeting, this section will only apply during a transition period ending at the annual meeting on August 2019.
- B. All decisions and policies adopted and amended previously by the former Board remain in tact going forward, unless and until the Board approves revisions or repeal.
- C. Trustees elected or serving under the old bylaws at the time of the adoption of these shall serve for one year, which shall not count toward the term limit. Such Trustees may apply to be selected by the Governance Committee.
- D. For the 2019 Trustee selection by the Governance Committee, no more than half (50%), of those selected will be appointed for a single year, until 2020. Such terms shall not count toward the term limit.
- E. This Article will automatically repeal on the date of the annual meeting of August 2019 and should be excluded from all printed and digital versions of these bylaws produced after that date.