

# Carrollwood Players Theatre

## Board of Trustees Meeting Minutes

4333 Gunn Highway, Tampa FL 33618

by Zoom

December 22, 2020

**Board Members Present:** Victoria Richards, Presiding; Christine Smith (departed the meeting early), Pam Senk, Judith Sachs, Zach Griswold (departed the meeting early), Lori Vella

**Staff Present:** David Fraga, Jim Russell

**Guests Present:** None

- I. The Meeting Was Called to Order by President Victoria Richards at 7:06 pm.**
- II. Judith Sachs moved to approve the minutes from the November 24, 2020 meeting. Christine Smith seconded the motion. The motion passed unanimously.**
- III. Without objection, the agenda was accepted.**
- IV. Reports**
  - a. President - Victoria Richards:** Victoria reported that the Nancy Awards were a success and thanked Zach for organizing it and David and Jim for helping.
  - b. Vice President - Christine Smith:** Christine reported that she has a couple of potential board recruits, including Trang Bryant. Christine suggested that as Vice-President, she could be in charge of board development. Victoria added that we will form committees, this one being an example, in 2021.
  - c. Secretary - Judith Sachs:** No report.
  - d. Treasurer - Pam Senk:** Pam reported that we have more money in the bank at this point than what was projected, due to the success of the year end match campaign and the credit with the landlord. Pam thanked everyone for their efforts. Pam plans to work with David in January to do another three month projection.

**e. Managing Director - Jim Russell:**

Report attached.

Jim added thanks to Christine for her advice on the year end campaign, and also thanked the Smiths, the Martins, and Pam for funding the match.

Jim also spoke about the funding thank you letters to county commissioners and Pam and Zach volunteered to help. Victoria added she will send thank you notes to the top 20 donors of 2020.

**f. Manager, Production and Finance - David Fraga:**

**Finance Summary:**

Links to reports attached.

David reported that in November, we had some additional revenue such as increased ticket sales for live streaming, a payment from the Arts Council grant, a refund from one of the publishers, a refund from the insurance audit, and some stipend checks that were not cashed.

November was the first month we have shown a positive bottom line since April: (approximately \$4,000 in the black)

**Productions:**

David reported there was some frustration with the reading from The Mountaintop during the Nancy Awards. The director was asked to choose a selection of approx. 3-5 minutes with no profanity and the reading ended up being about 15 minutes long with extensive profanity.

**g. Artistic Council Chair - Zach Griswold:**

Zach reported that the Artistic Council has been keeping busy. He added that the Artistic Council supports the plan for amending the season. He also reported that the show quality team is doing a good job with visiting rehearsals and providing feedback to directors.

The first of the Artistic Council's online productions was in November and was a success.

Plans for an online murder mystery show in January have to be scrapped because the Carrollwood Cultural just announced a very similar online show.

For February, an online show featuring short plays by Marc Sanders and performances from some of our CWP monologue students is being planned.

Hippie mentioned difficulty in finding people on the Artistic Council who are willing to produce/coordinate the online shows as they are more interested in the artistic side of the shows.

The Director Selection process is paused until things settle down with all the changes we are considering. We already have directors for the first two shows of the next season.

## **V. New Business**

### **a. Amended Season**

Jim submitted a proposal to the board to amend the remainder of the 2020/2021 season, effective after Godspell, to reduce royalty expenses.

Zach moved to accept Jim's proposal to amend the rest of the 2020/2021 season as follows:

1. Cancel, or postpone until later, the following 2020/2021 productions: You Can't Take it With You, Run For Your Wife, Cabaret, That Championship Season, 2021 One Act Weekend, Gem of the Ocean.
2. Add the following productions to the 2020/2021 season: Jukebox Saturday Night, Paper Walls, Pop Goes America, A Midsummer Night's Dream, 2021 One Act Festival, 40 Years of Broadway, TBD Black Box production in August.

Victoria seconded the motion. Following discussion, a vote was taken and the motion passed unanimously.

Zach Griswold departed the meeting at this time.

### **b. Renewal of Lease**

Discussion was held about the lease renewal option. If we do not notify the landlord that we do NOT wish to renew for 5 years by January 31, 2021, our lease will renew on August 1, 2021 under current terms for an additional 5 years.

Consensus is that with current circumstances, we are unable to move out of this location any time soon.

Lori suggested trying to negotiate some of the new lease terms with them, for example, adding options to shorten the lease term, adding pandemic language, a negotiated termination fee, pushing back the deadline to notify about renewal, etc.

Consensus is to work on possible negotiation points as soon as possible and craft a letter to the landlord. Christine will ask Rick Narciewicz, a commercial real estate expert she knows, to look at the lease and provide feedback. Lori will also consult with some of her contacts.

### **c. Annual Report**

Christine is working on plans for our first CWP annual report. She outlined the key components needed, such as letters from leadership, a review of the season, a list of donors, and a financial report, with the addition of photographs and other pieces that will enhance overall stewardship for donors and other current and future supporters of CWP.

Christine Smith left the meeting at this time.

### **d. Revision of Bylaws**

Victoria moved to revise the CWP bylaws as follows:

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## **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 the 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 the 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.
- 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 the 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. Work with hired staff to achieve 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.
  - v. The Treasurer will work with hired staff, when applicable, to accomplish duties and tasks.

## **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 a 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 after the investigation has been completed, 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 a 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.
- 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 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, following the Florida Statutes definition of “electronic means”. 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**

Majority 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 the 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.

#### **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 three 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 a 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 a 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 a Chair and any number of volunteers. Whenever possible, two co-chairs shall be appointed, one Trustee and one non-Trustee.
  - 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.
  - c. Whenever possible, 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, 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.
  - c. Finance – The Finance Committee oversees 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 Committee shall require a 3/4ths vote.
  - d. Facility Operations – The Facility Operations Committee shall be responsible for 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. 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 recommended by the Artistic Council, within policies established by the Board. The Council will be made up of volunteers familiar with the operations, strengths, and challenges of the organization.
- b. All members of the Council shall voluntarily agree to serve for a full season, 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. 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
- d. Executive Selection Panel – A 5 person approving panel that consists of the Managing Director, Manager, Production and Finance, Chair of the Producing Artistic Council, the Vice Chair of the Producing Artistic Council, and one representative from the Board of Trustees.
- e. 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.
- f. 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.
- g. The Artistic Council shall have authority to:
  - i. Recommend shows for each season to the Executive Selection Panel
  - ii. Recommend directors for each show to the Executive Selection Panel
  - iii. The Council will also oversee annual artistic awards, if they are to be held, within parameters established by the Board.
  - iv. 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.
  - v. Only the Council may decide not to move forward with artistic awards.

- vi. The Council and the Board shall jointly determine the best way to present the awards to recipients.
- B. Show Selection Subcommittee – This Subcommittee, consisting of no more than nine members, shall be to identify and select prospective shows and submit their titles to the Executive Selection Panel for approval.
- C. Director Recruitment Subcommittee – This Subcommittee, consisting of no more than six members, shall identify and interview prospective directors and submit their names to the Executive Selection Panel 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. All gifts accepted must be in accordance with the gift acceptance policy as mandated by the Board.
- 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. Oversight authority of all Funds are under the custody of the Treasurer and are disbursed in accordance with the 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 to hire or contract with individuals to serve as staff for the organization. Specific positions shall be established in the Standard Operating Procedure.
- B. Performance 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 XII Parliamentary Procedure**

Robert's "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 meetings 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 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.

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The motion was seconded by Judith. Following discussion, a vote was taken and the motion passed unanimously.

## **VI. Old Business**

### **a. Loans/Banking Information**

David reported that we have received paperwork from the bank to update our officers information with them, a necessary step before we can apply for any loans through Bank of America. The officers need to sign this paperwork, and the secretary signs to certify the information. The bank provided us with a return mail process, and the signed forms need to be sent to the bank, along with a copy of the minutes for the meeting at which the current officers were elected.

David added that the officers need to make arrangements to come to the theatre to sign this paperwork. He advised he will scan the forms and send them as PDFs to the officers so they can see what needs to be signed and make arrangements to sign them.

## **VII. Adjournment**

Judith moved to adjourn the meeting. Pam seconded the motion. The motion passed unanimously. The meeting was adjourned at 8:50 pm.

## **VIII. Next Meeting**

The next meeting will be on Tuesday, January 26, 2021 at 7 pm

## **Managing Director Report - December, 2020**

### **REVENUE**

#### **1. Grants**

Each year, I send a personal thank-you letter to each Hillsborough County Commissioner to acknowledge their support of our county grant funding and to describe how it makes a difference for the arts in Hillsborough County. This year, the Arts Council has asked for board members of funded organizations to also participate in some of the letter writing.

There are 7 commissioners, and I am hoping some of you may be willing to write a thank you letter to a commissioner. If you are interested, we have a deadline of January 10th to mail these letters. This is actually a requirement of our grant contract. I would need copies of each letter to include in our mandatory annual arts advocacy report.

I can provide you with some data to use as talking points, and with samples of my letter from last year. This is something we send by mail, so I can also provide you with all those details.

Martine Collier, the Executive Director of the Arts Council, said...

“Whenever I meet one-on-one with any of the Commissioners the first thing that they want to talk about are the letters they receive from Arts Council grant recipients and how much they learn about your organizations in the process. It is really a wonderful opportunity to highlight your organization’s importance to the community with these elected officials while also showing your appreciation for the funding that they provide.”

“I encourage you to include a personal story about your specific organization rather than just a generic thank you. Especially in light of the ongoing pandemic you might have an opportunity to show in a very tangible way how this funding has made a difference.”

I will ask at the meeting who can help with this, and we can take it from there. You don’t have to know everything about CWP to write a great letter. The key is to speak from what you know, what you’ve experienced, and what is in your heart. For example, “I recently joined the board and here are my observations of what the organization is about and why it matters...” etc.

## **2. Individual/Organizational Donors**

As of today we have exceeded the \$10,000 Year End Match Challenge goal. Community donations in response to this specific challenge, received through today, are \$12,272.97!

Report attached to show you the giving levels.

This is amazing and I’ll admit I have been seen crying at the post office.

We still have ten days left in the campaign and I expect more donations.

Thank you so much Pam, Christine (and Chuck) and the Martins for inspiring our community to give!

We also received the \$5,000 additional gift from Jen’s company, and all gifts combined, received in the month of December to date, equals \$21,676.97.

There will be a need for a lot of personalized thank yous in January, and if anyone wants to help, please let me know. It’s not that I mind doing it, but it would mean a lot I think for some of these donors to hear

from someone else, too.

### 3. Educational Programs

The Winter Programs for kids didn't get much interest, and have been canceled. I wouldn't say educational programming is dead in the water, but I think the world is just Zoomed out. We should try again when we can have in-person programs.

### 4. Ticket Sales

As of today, estimated gross ticket sales for December (including online shows) are \$3382 compared to \$1379 at the same point in time last month. This reflects mostly Christmas Carol. Just to give you an idea of how the reduced seating affects us, gross ticket sales at this point in December 2019 were \$11,589.

Streaming performances of in-person shows (which is a little different from online shows discussed below) has been successful overall, when the publishers allow it. Here's a snapshot of gross ticket income from these streams since we began doing it...

One Act Weekend - \$570	Scotland Road - \$136	Five & Dime - \$512
Christmas Carol - \$640	Total - \$1858	

This is money we wouldn't have if we hadn't done this. David and Daniel Dagesse were instrumental in making this happen. Not only did they figure it out and do the work, both of them have donated equipment to CWP to make it possible. We have had people view these live streams across the country and around the world. (A cast member in Christmas Carol had relatives watching from the UK and France, for example.)

### 5. Online Content

Thank you to the Artistic Council for presenting A Christmas Cannoli online!

The show was a success, and proved that supplemental online content can be a real help in our survival.

Gross ticket sales were \$568 - that's money we wouldn't have had if we weren't doing these online shows. Bravo to everyone involved!

This was the first online production of our "new phase" of online productions under the auspices of the Artistic Council.

We asked the council to take on these productions as David and I are focused on the in-person productions and other responsibilities, which precludes us from playing a key role in this extra content. We want to help when we can, but this mostly needs to be accomplished by the council.

Hippie and the council are working on more projects, and I want to stress the importance of scaling this content.

What that means is, we need to have regular, ongoing content in the works, and we need to plan ahead to provide enough time to organize and promote these events. This isn't easy, and I applaud Hippie for his ongoing efforts.

Hippie, I totally understand how it can be tempting to do it all yourself to make sure things get done right, but I don't want you to kill yourself!

I strongly encourage you to engage the other members of the council to take on some of the responsibilities involved. I am willing to work directly with council members acting as "producers" for these online shows in terms of my role setting up dates, publicity and ticket sales, etc.

It's actually a great opportunity to give people a chance to shine. I am preaching to myself here, too, I also need to better engage volunteers to help with my own responsibilities.

From a sales and promotional perspective, we should aim for a minimum of 30 days to promote auditions for these events, and a minimum of 30 days between auditions and the event.

Currently, we are about to announce auditions and show dates for the next project, which will be in February. Thank you so much Hippie for all your work on this - people really enjoyed Cannoli!

## **6. Community Outreach**

Shirley Overton and I had a wonderful time judging the online theatre competition held by Lutz Elementary. We will be participating again for the second part of the competition in January. Later in the spring, I will ask the school for a letter thanking CWP - this is a key thing we need for grants - letters of impact/support from organizations and individuals.

## **7. Playbill Sponsors/Advertising**

I have been building a relationship with an organization called ZipSprout. In a nutshell, they work to find small business sponsors for nonprofits. This month, we received \$400 in ad sponsorships from two local law firms through ZipSprout. (You will see them now on our website) We didn't have to do any selling! Hoping this continues to grow.

### **Links to Financial Reports presented at this meeting:**

[Christmas Carol Summary](#)   [November 2020 P&L](#)   [Continuation Plan](#)