

Gratiot County Players - Organization Bylaws

GCP Bylaws Task Force Revision Draft – completed 11/29/17

ARTICLE I Organization Name and Principle Location

The name of this organization shall be the Gratiot County Players and the principle location is The Strand Theatre, 217 E. Superior Street, Alma, MI 48801.

ARTICLE II Vision and Mission

The vision and mission of the Gratiot County Players is to be a community theatre that engages, inspires, entertains and challenges both audiences and artists with a diverse range of high-quality theatrical productions.

ARTICLE III Membership

Section 1. Membership in this Organization shall be open to all persons - without discrimination who support the vision, mission, and values of the Organization, who are willing to abide by the bylaws and who are otherwise qualified under the provisions of the bylaws.

Section 2. Defining Qualifications for Voting Membership

Voting members must be sixteen (16) years of age or older;

Must complete and submit annual required membership form;

Have made a financial contribution and/or in-kind contribution of time and talent to the benefit of the Organization within the past theatre season.

ARTICLE IV Meetings of the Membership

Section 1. An annual meeting of the membership shall be held in June for the purpose of electing the governing Board of Directors and transacting other business as may come before the meeting. The location, date, and time to be determined by the Board of Directors. Written notification of the Annual Meeting shall be delivered no less than thirty (30) in advance.

Section 2. A special meeting of the membership may be called at any time by the President, by a majority of the Board of Directors, or upon written demand of at least fifteen (15) members filed with the Secretary of the Board of Directors. The President shall call a meeting of the membership within thirty (30) days of such a filing.

Section 3. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given. If a special meeting is called for another purpose, written notification of said purpose shall be provided to the membership.

Section 4. A quorum shall consist of the presence in person of at least twenty (20) members at any meeting of the membership. If a quorum is not present, no business shall be transacted except for the adjournment of the meeting.

Section 5. Election Process for Meetings of the Membership:

- a) Each voting member is entitled to one (1) vote on each matter submitted to a vote by the membership.
- b) No mandate shall be imposed regarding the minimum number of votes a member may cast in the election of Board Members. The ballot will state the maximum number of votes allowed.
- c) Voting at duly held meetings shall be by voice vote. Election of Board of Directors, however, shall be by written ballot. The candidates receiving the greatest number of votes will be elected to the open vacancies.
- d) Nominations for candidates for the Board of Directors must be submitted to the Board Secretary no less than forty-five days prior to the Annual Meeting. There will be no nominations accepted from the floor at the Annual Meeting.
- e) Upon the close of nominations, the Board of Directors will create an absentee ballot that includes the slate of nominees and/or other business to be transacted. The Board will provide access to the absentee ballots.
- f) Absentee ballots must be received by the Board Secretary by the date of the Annual Meeting.
- g) An officer of the Board of Directors will preside over meetings of the membership; a secretary will take notes.
- h) Meetings will be governed by Roberts Rules of Order.

ARTICLE V Organization and Management

Section 1. The property, business, and artistic endeavors of this Organization shall be managed by the duly elected governing Board of Directors consisting of not less than seven (7) and no more than twelve (12) governing Directors.

Section 2. Qualifications of Board Members

- a) Board Members shall be of the age of majority in this state
- b) Possess a willingness to promote the arts and community theatre
- c) Are willing to commit time and energy to further the mission of the Organization

Section 3. Board Composition and Responsibilities

The Board of Directors shall include four (4) officers – President, Vice-President, Secretary, Treasurer, and three (3) – eight (8) additional board members. The Board of Directors shall meet at least once per month to conduct the business of the Organization. The Board of Directors are responsible to abide by the bylaws and to uphold the vision and mission of the Organization. The duties of the members of the Board of Directors are as follows:

- a) President – presides at all meetings of the Board of Directors and at all meetings of the members; other duties include making appointments to committees, establishing times for special meetings, executes business matters on behalf of the organization.
- b) Vice President – presides in absence of the President at meetings, replaces the President when that office is vacated before the end of a term, and performs special duties as assigned by the President.
- c) Secretary – maintains minutes of meetings and records of committee assignments, collects and distributes incoming correspondence, distributes Board meeting and membership meeting notifications, maintains a copy of the current bylaws, and performs any other special duties as assigned by the Board of Directors.
- d) Treasurer – keeps accounts, pays bills, and has power to sign checks subject to limits and signatory rules approved by the Board. The Treasurer also prepares and presents monthly and annual reports of

financial activities and status, including assets and liabilities. The fiscal year of the Organization shall be the calendar year unless otherwise determined by the Board of Directors.

- e) Additional Board Members – Chair or serve on standing or ad hoc committees, and/or perform special duties as assigned by the President.

Section 4. Terms of Office

- a) Officers – shall be elected by the Board of Directors directly following the Annual Meeting of the Members, and each officer shall hold office for one year or until he or she is unable to serve.
- b) Board Members – each board member shall hold office for a period of three years or until he or she is unable to serve.

Section 5. Maintenance of Records

The Organization shall maintain:

- Minutes of all meetings of the Board of Directors
- Minutes of committees as appropriate
- Minutes of all meetings of the members
- Adequate and correct books and records of account
- A record of Organization members indicating their names and addresses

A copy of the Organization’s Articles of Incorporation and current Bylaws shall be open to inspection by the members upon request.

Section 6. Conflicts of Interest

In order not to jeopardize the Organization’s 501(c)(3) status, each Board Member shall comply with conflict of interest policy as applicable under Michigan law. The following guidelines apply:

- No paid staff member may sit on the Board of Directors;
- Board members will recuse themselves from any action that may result in their personal financial or professional gain;
- Board members must disclose any potential conflicts of interest that may impact the function of the Organization;
- Related parties serving on the Board present a conflict of interest. The IRS considers spouses, siblings, parents, and grandparents to be a “relationship”.

ARTICLE VI Dissolution of Organization

Upon the dissolution of this Organization, its assets remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE VII Amendment of Bylaws

The Bylaws of the Organization may be altered by an affirmative vote of a majority of the members present at any annual or special meeting of the membership, provided notice of the proposed alteration be contained in the notice of the meeting.