

BYLAWS
of
THE NEWTOWNE PLAYERS, INC.

Article I - Name

The name of this organization shall be “The Newtowne Players, Inc.”, hereinafter referred to as “NTP”.

Article II - Purpose

Section 1. The purpose of NTP is to foster, promote, and increase the public knowledge and appreciation of the arts and cultural activities in Southern Maryland, and to develop opportunities for children and adults in the theater arts. NTP’s mission is to support productions and projects that showcase local talent and enhance the artistic experience for all who participate, whether on stage, behind the scenes, or in the audience.

Section 2. NTP is organized exclusively for literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from Federal income tax under I.R.C. Section 501(c)(3), as amended; or (b) an organization, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

Article III - Membership

Section 1. Membership, Rights, and Duties: Membership is open to the public. A person becomes a member by paying annual membership dues. Voting members shall be 16 or older. Members under 16 may be granted limited voting rights by the Board of Directors (the Board). Any voting member may bring a proposal to the attention of the Board at least one week prior to a scheduled Board meeting for automatic inclusion into the meeting’s agenda. Members involved in NTP activities shall act lawfully, respectfully, and in a manner consistent with the policies, practices, and mission of NTP.

Section 2. Waiver of Annual Membership Dues: The Board may waive annual membership dues based on extraordinary contribution to NTP. The term of such membership shall be set by the Board. A person granted waiver of annual membership dues shall be accorded the same rights, responsibilities, and voting privileges as regular members.

Section 3. Term of Membership: Annual membership starts upon receipt of membership information and payment of dues and extends until the end of the 12th month of the current membership term, except for cases of suspension or removal.

Section 4. Suspension and Removal: A member may be removed for cause by (a) a two thirds majority vote of a membership quorum or (b) by two-thirds majority of the entire Board, at any duly called meeting provided the member is notified at least 14 days in advance of the intent of removal. No member shall be considered for removal unless sincere attempts to communicate and correct the issue have failed. Any member given written notification of potential removal shall be presented the opportunity to explain their situation before the vote. Voting on this matter shall be conducted by secret ballot. A member may resign at any time, effective immediately upon written notice to NTP. Membership dues are nonrefundable.

Article IV - Membership Meetings

Section 1. Meetings: There shall be an annual membership meeting for the election of Board members, annual reports, and other business that may arise. Additional membership meetings may be held on an as-needed basis. Membership meetings shall be called for directly by the Board or by the membership via a petition containing the meeting agenda and at least 30 member signatures submitted to the committee overseeing membership.

Section 2. Quorum and Voting: The lesser of 30 voting members or half the current voting membership shall constitute a quorum at any membership meeting. Each member is entitled to one vote on matters before the membership, provided they are (a) a voting member, and (b) in good standing. Voting may, but need not be, by ballot. For all voting members present, an act of majority shall be an act of the membership, unless stated otherwise in these Bylaws.

Section 3. Notice of Meetings: The date, time, location, and purposes of membership meetings shall be announced by the committee overseeing membership. Notice shall be given to all members at least 14 days prior to such meetings. Notices shall be delivered by email, mail, phone, or personally.

Article V - Board of Directors

Section 1. Composition: The Board of Directors (the Board) shall consist of at least 7 but no more than 12 members. The Board will include a President (who is also Chairperson), Vice-President, Secretary, Treasurer, Committee Council Secretary, Committee Council Chair (ex-officio) and at least 1 additional voting member.

Section 2. Election: Board members are elected from the membership by a plurality vote of the membership at the annual membership meeting.

Section 3. Terms of Board Members: Each term of Board membership begins upon the tabulation of election results and lasts until the tabulation of election results in the second year of his/her term.

Section 4. Election of Officers & Officials: The officers (President, Vice-President, Secretary, and Treasurer) and officials (Committee Council Secretary) shall be elected by the Board from among the current Board members during the first Board meeting after each annual meeting. A single member can hold no more than two positions concurrently. The president can hold no other Board position while president.

Section 5. Terms of Office: Each officer or official's term extends for one year or until the next election cycle, whichever is shorter.

Section 6. Vacancies: Any Board vacancy shall be filled by the membership at any duly called membership meeting. Individuals so elected shall serve the unexpired portion of the term. The Committee Council may fill the vacancy with any willing member for a period of up to one (1) year or until the membership elects a replacement, whichever comes first.

Section 7. Board Duties: The Board shall act lawfully, in good faith, and in a cooperative manner to manage the business and affairs of NTP. The Board shall make recommendations to the membership, establish committees, appoint agents and advisors, and perform duties as specified in these Bylaws and other applicable laws. The Board shall act in the best interests of the entire organization.

Section 7.1. President: The President shall act as the Chair of the Board, preside at all general and Board meetings, and prepare the agenda for each Board meeting.

Section 7.2. Vice-President: The Vice-President shall serve as the President in the absence or disability of the President, and aid other officers in their duties, as necessary.

Section 7.3. Secretary: The Secretary shall keep records of the proceedings of each Board meeting and vote and send a draft of the record to the Board members for review within one week of the meeting. The Secretary shall ensure the membership receives the record within two (2) weeks of each Board meeting and shall keep an archive of the records. The Secretary shall ensure current copies of the organizational chart and office holder listing are posted, and all governing documents are posted or clearly and visibly available, in each NTP building. The Secretary shall ensure notices of the Board meetings are available to the membership.

Section 7.4. Treasurer: The Treasurer shall have care and custody of all funds of NTP and shall prepare financial reports as required by the Board. The Treasurer shall receive and deposit all monies for NTP and file appropriate IRS tax returns, as required.

Section 7.5. Committee Council Secretary: The Committee Council Secretary shall keep records of the proceedings of each Committee Council meeting and vote and send a draft of the record to the Committee Council members for review within one week of the meeting. The Committee Council Secretary shall ensure the Board receives the record within two (2) weeks of each Council meeting. The Secretary shall keep an archive of the records and shall ensure notices of the Council meetings are available to the Board.

Section 8. Committee and Committee Council Oversight: The Board cannot overturn a committee or Committee Council decision unless the situation is of significant safety or legal concern. The Board may request a committee or the Committee Council reconsider a decision after providing justification for their disagreement. If proper procedure has not been followed in Committee Council decisions, the Board has the right to inform the Committee Council of the proper procedure and ask for a reconsideration.

Section 9. Voting: A majority of the current Board members shall be a quorum. Each voting Board member shall have one vote on matters before the Board. The Board President shall only vote in the event of a tie, unless the NTP governing documents call for some majority of the "entire Board" or the like.

Section 10. Meetings: The Board shall meet at least quarterly. These quarterly meetings are open to all members. The date, time, and location of each meeting shall be made available to the membership at least 14 days prior to the meeting. An agenda shall be available at or before all Board meetings. A recordation of what occurred during the Board meetings shall be made available to the membership within 2 weeks after each meeting.

Section 11. Removal: A Board member may be removed by a two-thirds majority vote of a membership quorum at any duly called membership meeting or by a two-thirds majority vote of the entire Board. Reasons for removal shall include: criminal acts, violations of NTP policies and procedures, absence at more than two Board meetings (without good cause), or performance deemed detrimental to NTP. The intention to consider removal shall be included in the meeting notice and given in writing to the Board member and membership at least 14 days prior to the meeting in which the vote will take place. No Board member shall be considered for removal unless sincere attempts to communicate and correct the issue have failed. Any Board member given written notification of potential removal shall have the opportunity to explain their situation before the voting body prior to the vote. Voting on this matter shall be conducted by secret ballot.

Section 12. Resignation: A Board member, officer, or official may resign at any time, effective immediately upon written notice to the Board.

Article VI – Committee Council

Section 1. Composition: The Committee Council (the Council) shall consist of the chairs of each subordinate committee, the Board appointed Committee Council Chair, and the Board member acting as Committee Council Secretary (ex-officio).

Section 2. Duties: The Council shall act on issues that involve more than one subordinate committee, unless that duty has been delegated by the Board to another entity.

Section 2.1. Committee Council Chair: The Committee Council Chair shall preside at and prepare the agenda for each Council meeting. In the absence of the council chair, the senior subordinate committee chair will act as council chair.

Section 3. Committee Oversight: If proper procedure has not been followed in committee decisions, the Council has the right to inform the committee of the proper procedure and ask for a reconsideration. The Council cannot overturn a committee decision, but may request a committee reconsider, and/or elevate questionable committee decisions to the Board.

Section 3. Voting: A majority of the current voting Council members shall be a quorum. Each Council member shall have one vote on matters before the Council. The Committee Council Chair shall only vote in the event of a tie. The Committee Council Secretary does not have a vote in Council decisions.

Article VII – Committees

Section 1. Creation: Committees and their charters shall be created, maintained, and/or dissolved by the Board. Action on a standing committee charter requires a majority vote of the entire Board.

Section 2. Operation: Committees set their own structure and operating rules to meet committee responsibilities. The structure and operating rules of each committee must be formalized and presented to the Board for approval within 60 days of committee establishment. Any changes to a committee's structure and/or operating rules must be approved by the board.

Section 3. Duties: Committees are created to carry out the duties and functions of NTP as defined in their charters.

Section 4. Authority: Each committee shall have the authority to exercise all the powers and authority of the Board reasonably necessary or advisable to effectuate its purposes and perform its duties. Each committee shall not have the authority to and shall not perform, cause to be performed, or interfere with any duties assigned to another committee or reserved exclusively to the Board. Committees may charter sub-committees.

Section 5. Reporting: Committees shall provide reports to its governing body on all committee actions as dictated in the committee charter.

Section 6. Membership: Committee chairs must be members of NTP, but committee members may be non-members of NTP unless otherwise specified in the committee's charter.

Section 7. Committee Chair: Committee chairs shall be appointed by the Board from a list of candidates nominated by the membership. If the list provided by the membership includes less than two (2) nominees, the Board has the right to appoint someone not nominated by the membership. Term length and removal provisions for committee chairs shall be specified in each committee charter. The Board reserves the authority to remove the committee chair if the chair is not satisfactorily fulfilling his/her responsibilities.

Article VIII - Fiscal Management

Section 1. Fiscal Year: NTP shall operate on a fiscal year beginning January 1st and ending December 31st.

Section 2. Spending Authority: The Board shall adopt a budget prior to the beginning of each calendar year. The Board may adopt production budgets and supplemental budgetary decisions at any time during the year. The Treasurer may expend monies as authorized in the adopted budget. Expenditures that exceed the line item's budgeted amounts by 10%, or \$100, whichever is greater, must be approved by majority vote of the Board. The Treasurer or President may delegate specific expenditure authority within approved budgeted amounts to Production Directors, Producers, and other persons.

Section 3. Financial Records: NTP financial records are a matter of public record and a yearly financial report will be made available during the annual membership meeting. Financial reports may be examined by interested persons by making an appointment with the Treasurer.

Article IX – Policies and Procedures

Section 1. Official Policy Document: NTP protocol, policies, procedures, and the like not specifically called out in these bylaws are contained within the *NTP Policies and Procedures* document, which is updated by a majority vote of the entire board.

Article X – Amendments

The Bylaws may be altered, amended, or repealed at any duly called membership meeting either by (a) a majority vote of the entire membership or (b) by a majority vote of the required membership quorum and a majority vote of the entire Board except where an amendment would (a) affect NTP's purpose or (b) be inconsistent with NTP's status as a legal 501(c)3 corporation. Votes on bylaws changes shall be taken by secret ballot. Notice shall be given to all members at least 14 days prior to such meetings and the intent to change the bylaws must be clearly included in the meeting announcement. Proposed amendments shall be submitted in writing to the Board and made available to the membership at least two weeks before voting. The membership shall be informed of all implemented changes to the Bylaws.

Article XI – Indemnification

NTP shall indemnify each of its Board members, Officers, Committee Council members, committee members, and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she was a Board member, Officer, Committee Council member, committee member, or employee of NTP. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to NTP for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Board member, Officer, Committee Council member, committee member, or employee. The right to indemnify for expenses shall also apply to expenses of suits which are settled if the court having jurisdiction of the matter shall approve of the settlement.

Article XII – Dissolution

To authorize dissolution of NTP, the Board shall adopt a resolution recommending that NTP be dissolved, and submit the question of dissolution for a vote at a membership meeting. The resolution shall be adopted upon receiving at least two-thirds of the present membership at a specially called meeting, with time for discussion and debate prior to the vote. The meeting date and the purposes of this meeting must be provided to the membership per Article IV, section 4. Any uncommitted funds or assets of NTP shall be distributed to a non-profit organization to be chosen by the Board.

Adopted as the amended Bylaws of The Newtowne Players, Inc.

on this _____ day of _____, 2010