

ROUNDTOWN PLAYERS OF PICKAWAY COUNTY, INC.

PO BOX 431
CIRCLEVILLE, OHIO 43113

THIS IS THE ROUNDTOWN PLAYERS'
REVISED BY-LAWS.

THE LAST REVISION DATE WAS JUNE 19, 2019.
A LIST OF REVISIONS IS ATTACHED

Respectfully submitted,

Justin Atkinson, President
Board of Directors

ROUNDTOWN PLAYERS OF PICKAWAY COUNTY, INC.

PO BOX 431
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CHARTER

The above named organization shall be a non-profit corporation, incorporated under and subject to the laws of the State of Ohio. The purposes of said corporation shall be as follows:

- A. To conduct in all of its departments and branches a program of producing theatrical, musical, operatic and/or dramatic entertainment; and
- B. To encourage and stimulate public interest in theatrical, dramatic, artistic and intellectual forms of entertainment, particularly through instruction in acting, set designing, costume designing and other functions of theatre.

Administration of the Roundtown Players shall be vested in an Executive Committee, subject to the approval of the membership.

- A. The Executive Committee is the governing body of the organization and shall consist of the five (5) annually elected officers, the elected trustees, and the immediate Past President. Said number shall be subject to change in accordance with the amendment procedures designated in the By-laws.
- B. The Executive Committee shall meet monthly. The responsibility of this group is to establish the philosophy and direction of the theatre, to control and manage property, to execute wisely the finances of the theatre, and to propose By-laws, including therein provisions fixing the methods of election and the terms of officers or trustees, subject to membership approval.

The organization thereby created shall be a non-stock corporation organized and operated exclusively for non-profit education purposes, and no part of its earnings or net income shall inure to the benefit of any individual, and no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services. The trustees of the corporation shall be elected at the annual meeting.

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BY-LAWS

ARTICLE I NAME AND PURPOSE

The name and purpose of this organization shall be as indicated in the Charter.

ARTICLE II MEMBERSHIP

Section 1. There shall be four classes of membership:

- A. Active Members– Participants in any production, onstage or backstage as designated by the director or a member of the board, member of the RTP Board, member of any RTP Board committee within the previous two full seasons.
- B. Financial Supporters – Consisting of Season Ticket Holders and anyone having made a financial donation (such as a Patron, Angel, Saint, Nifty Fifty etc).
- C. Junior Members – Participants in any production, onstage or backstage under the age of 18 at the time of their participation, within the previous two full seasons.
- D. Lifetime members, as designated by The Board.

Section 2. The members of Class A, B or C may cast votes at the membership meetings.

Section 3. Members of Class A, B or C as stated in Article II, Section I are eligible for election as an officer or trustee.

ARTICLE III EXECUTIVE COMMITTEE

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Section 1. The Executive Committee shall consist of the five (5) elected officers, no less than three (3) and no more than nine (9) trustees and the immediate Past President.

Section 2. The Executive Committee shall have the following powers:

- A. Charge, control and manage all property belonging to the organization.
- B. Approve disbursements to cover the cost of productions, rental of facilities and other services needed.
- C. Ratify all standing and special committees as appointed by the President.
- D. Determine the calendar for the program year.

Section 2. The five (5) elected officers and their duties are:

President:

Presides at all meetings, enforces the By-laws, calls meetings and appoints all standing and special committees; the President shall be an ex-officio member of all standing and special committees; the President shall submit an annual report of standing and special committees.

Vice President:

Assists the President in directing the activities of the organization and, in the absence of the President, has the powers and prerogatives of the President.

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ARTICLE III EXECUTIVE COMMITTEE (Continued)

Recording Secretary:

Records proceedings of all Board meetings and keeps minutes of all standing/special committees and special meetings; maintains attendance sheet for Board meetings; maintains a current register of Board members.

Corresponding Secretary:

Publishes newsletter and keeps registers of mailing list; issues notices of all meetings and conducts correspondence.

Treasurer:

Collects all fees payable to the organization; pays by check all authorized expenditures of the organization; reports the condition of the treasury at each meeting; present an annual report.

Section 4. The officers and trustees shall be elected by majority vote at the annual meeting.

Section 5. The officers shall serve for a term of one (1) fiscal year commencing on the date of the annual meeting and ending on the following annual meeting.

Section 6. The trustees of the organization shall serve for three (3) year terms. The terms of the trustees shall be staggered with at least one (1) trustee and no more than three (3) trustees being elected each fiscal year.

Section 7. No officer shall be eligible to serve more than three (3) consecutive terms in the same office. In the event that a candidate cannot be presented for a vacant seat, the Executive Committee, by a three-fourths majority, may suspend the consecutive term limitation.

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ARTICLE III EXECUTIVE COMMITTEE (Continued)

Section 8. The role of Immediate Past President serves to facilitate the transfer of information and operations of the theater to the newly elected board at their request. The Immediate Past President does not have the right to make motions or to vote in the business of the board and is not included in the quorum requirements for the board to be able to meet.

ARTICLE IV MEETINGS

Section 1. The Executive Committee shall conduct regular meetings.

A. The Executive Committee shall meet at least one time each month.

B. Executive Committee meetings shall be open to the public.

Section 2. The annual meeting shall be held at the end of the season.

Section 3. Special meetings of the full membership may be scheduled by the Executive Committee or called by the President at any time with ten (10) days notice to the statement of the purpose for which the meeting is being called.

Section 4. A quorum at any general membership meeting shall consist of the actual members present.

Section 5. A quorum of the Board shall consist of more than one-half of its members.

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ARTICLE V NOMINATIONS AND ELECTIONS OF OFFICERS

Section 1. The Nominating Committee shall consist of five (5) members of the organization appointed by the Board. It shall be the duty of this committee to prepare a slate of candidates for the annual meeting consisting of at least two (2) nominees for each office insofar as is possible.

Section 2. Following the report of the Nominating Committee at the annual meeting, additional nominations of consenting members may be made from the floor.

Section 3. There shall be a standardized method of voting.

- A. If there is a slate of one candidate for an office, a voice call vote may be conducted.
- B. If there is a slate of more than one candidate for an office, the method of voting shall be by secret ballot; such ballots shall be counted by a special committee composed of the Recording Secretary (or, in the event of his/her absence, another officer shall be appointed by the President) and three (3) members not on the Executive Committee as appointed by the President.
- C. In the event a vote is cast for a person not nominated, said vote shall be counted.

Section 4. An absentee ballot may be cast by a member.

- A. A member electing to vote in absentia shall submit the ballot in person or by mail to the Chairperson of the Nominating Committee.
- B. Said ballot shall be placed in a sealed envelope marked "Ballot" on the outside of the envelope; further, the outside of the envelope shall carry the member's signature.

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ARTICLE V NOMINATIONS AND ELECTIONS OF OFFICERS

(Continued)

- Section 5. A slate of officers shall be published before the annual meeting.
- Section 6. In the event a vacancy occurs among the officers, the President shall appoint a trustee to fill such vacancy.
- Section 7. In the event a vacancy occurs among the trustees, the President shall solicit names for nomination which shall be voted upon by the Board.
- Section 8. In the event that an officer, or a trustee, fails to attend half of the scheduled board meetings, the board of directors can, upon their own initiative, vote to vacate the position, and subsequently follow the procedures in sections 6, and 7, that outline the method used to fill a vacancy.

ARTICLE VI AMENDMENTS

- Section 1. Any proposed amendment shall be submitted to the Corresponding Secretary who shall notify each member of the proposed amendment at least ten (10) days prior to the next scheduled annual meeting.
- Section 2. These Bylaws may be amended at a full membership meeting by a two-thirds vote of the members present.
- Section 3. A copy of the Charter and Amended By-Laws shall be posted in a readily visible and customary place in the theatre building.

ARTICLE VII PROCEDURES

All transacted business shall be conducted in accordance with
“Robert’s Rules of Order.”

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REVISION LIST

Article III, Section 7 was amended at the annual meeting on June 8th, 2011

Article V, Section 8 was added at the annual meeting on July 29th, 2015

Article II, Section 1, Article III, Section 1, Section 2 and Section 6 and Article IV, Section 2 were amended at the annual meeting on June 15th, 2016

Article II, Section 1, Article III, Section 8, Article VI, Section 2 were amended at the annual meeting on June 19th, 2019.