

By-Laws of
“The Village Players of
Hatboro, Inc.”

May 8, 2023

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

Contents

Article I – Definitions, Purpose, and Governing Instruments	4
Section A – Definitions	4
Section B – Purpose	4
Section C – Governing Instruments	4
Section D – Nondiscriminatory Policy	4
Section E – Limitation on Activities and Conflicts of Interest	4
Article II – Membership	5
Section A – Eligibility	5
Section B – Remuneration	5
Article III – Corporation Officers	5
Section A – Officers	5
Section B – Eligibility	5
Section C – Tenure of Office	5
Section D – Nomination and Election of Officers	5
Section E – Powers and Duties of Officers	6
Section F – Powers and Duties of Board of Directors	6
Section G – Impeachment of a Member of Board of Directors	6
Article IV – Meetings	6
Section A – Board of Directors Meetings	7
Section B – General Membership Meetings	7
Section C – Conduct of Meetings	7
Article V – Standing Committees	7
Section A – Scope	7
Article VI – Appointed Committees	8
Section A – Scope	8
Article VII – Special Committees	8
Section A – Scope	8
Article VIII – Financial Obligations of Members	8
Section A – Dues	8
Section B – Members in Good Standing	8
Article IX – Fiscal Year	8
Section A – Definition	8
Article X – Amendments	8
Section A – Definition	9

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

Revision History

Rev. Date	Changes Made	Author	Ratified
06/17/59	Original draft		06/17/59
05/18/22	Copyedits to spelling, punctuation, etc., plus updates in line with current procedures.	Ashley Christian	06/22/22
04/12/23	Additional language added to clarify creation of Marketing and Fundraising Director and removal of Past-President as voting member.	Ashley Christian	03/22/23
04/12/23	Clerical edits.	Ashley Christian	05/08/23
04/12/23	Language added to clarify impeachment process for members of the Board of Governors.	Ashley Christian	TBD

Article I – Definitions, Purpose, and Governing Instruments

Section A – Definitions

1. The “Players” shall mean “The Village Players of Hatboro, Inc.”
2. The “Board” shall mean “The Board of Directors of The Village Players of Hatboro, Inc.”
3. The Board of Directors of the Players shall consist of the elected officers, an elected Business Manager, two (2) elected members-at-large, an elected Marketing and Fundraising Director, and the appointed Chairman of the Production Committee.
 - a. One (1) Member-At-Large shall be elected at each General Election, to serve a term of two (2) fiscal years.
 - b. The Business Manager shall be elected for a term of two (2) years, alternating with the election of the Treasurer.
 - c. The Marketing and Fundraising Director shall be elected for a term of two (2) years.
4. Officers shall function in their respective capacities as officers of the Board.
5. Each member of the Board shall have one (1) and only one (1) vote.
6. Five (5) members of the Board shall constitute a quorum.

Section B – Purpose

1. The Players are a non-profit corporation for the purpose of producing and presenting dramatic and similar creative works and to engage in such other activities as will tend to develop interest in drama as a vehicle of education and entertainment.
2. The purposes of the Players as set forth in this document are exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Players and the Board shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes as set forth in these By-Laws.

Section C – Governing Instruments

1. The Players shall be governed by its By-Laws and Stated Policy.

Section D – Nondiscriminatory Policy

1. The Players will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other prohibited by law.

Section E – Limitation on Activities and Conflicts of Interest

1. No member of the Board of Directors, nor any of its Committees, shall derive any profit or gain, directly or indirectly, by reason of their participation with The Village Players of Hatboro. Each individual shall disclose to the organization any personal interest which they may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.
2. Any member of the Board or any Committee shall identify their affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

agency, they shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full Board.

3. Any member of the Board or any Committee shall refrain from obtaining any list of patrons for personal or private solicitation purposes at any time during the term of their affiliation.

Article II – Membership

Section A – Eligibility

1. Any person interested in furthering the objectives of the Players shall be eligible to apply for membership.
2. Applications for membership shall be passed upon by the Board as necessary.
3. The number of members of the Players shall be unlimited.

Section B – Remuneration

1. No member or officer of the Players shall be paid for their services to the corporation.

Article III – Corporation Officers

Section A – Officers

1. The officers of the Players shall be: President, Vice President, Treasurer, and Secretary.

Section B – Eligibility

1. Any member of the Players who has been in good standing in accordance with the Stated Policy prior to nomination, and is over 21 years of age, when nominated shall be eligible for nomination as an officer of the Players.

Section C – Tenure of Office

1. The Vice President shall be elected for a term of one (1) fiscal year and shall automatically succeed to the Presidency for the fiscal year immediately following.
 - a. The President shall automatically succeed to the Past Presidency for the fiscal year immediately following.
 - b. In the event the Presidency is vacated, the Vice President shall immediately succeed to the Presidency.
2. The Treasurer shall be elected in alternate years to serve a term of two (2) fiscal years.
3. The Secretary shall be elected to serve a term of one (1) fiscal year.
4. Vacancies in offices other than the Presidency, including a vacancy in the Vice Presidency created by the operation of the rule of succession, shall be filled by election at the next regular or special General Meeting. The Board shall nominate one (1) or more candidates for each vacancy and further nominations may be made from the floor of the General Meeting.

Section D – Nomination and Election of Officers

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

1. The Nominating Committee shall present a slate of candidates to the June General Meeting in the manner prescribed in the Stated Policy.
2. Officers shall be elected by secret ballot at the June General Meeting in the manner prescribed in the Stated Policy.
 - a. The election of officers shall be the last order of business at this meeting.
3. Additional nominations may be made from the floor at the June General Meeting.
4. Eligibility to vote in a general election shall be as defined in the Stated Policy.

Section E – Powers and Duties of Officers

1. The President shall be the executive officer of the Players and shall preside at all General and Board Meetings.
2. The Vice President shall assume the duties and powers of the President in their absence.
3. The Treasurer shall be responsible for handling all receipts and disbursements of moneys for the Players as set forth in the Stated Policy.
4. The Secretary shall keep and maintain permanent records of official correspondence and of all business transacted at all General Meetings and meetings of the Board of Directors.
5. Officers shall have such other duties as prescribed in the Stated Policy, consistent with their powers as set forth in this article.
6. The absence of the President from any meeting shall automatically cause their authority to be delegated to the next ranking officer until such meeting is adjourned. The order of rank shall be: Vice President, then Treasurer.

Section F – Powers and Duties of Board of Directors

1. The Board shall be the governing body of the Players and shall formulate all administrative, financial, and production policies.
2. The Board, and it only, can make contractual commitments binding upon the Players.
3. The Board shall have the power to amend the Stated Policy of the corporation, subject to vote by quorum.
4. All committees shall be responsible to the Board of Directors.
5. The Business Manager shall represent the Players in negotiations with persons or groups having or desiring business or legal transactions with the Players.
6. The Board shall have the power to expel any member for due cause. Failure of any member to meet their financial obligations to the Players, or action deemed by the Board to be detrimental to the welfare or reputation of the Players, may constitute due cause for expulsion. In acting to expel, the Board shall be guided by the Stated Policy. Seven (7) votes of the Board members shall be required to expel a member.

Section G – Impeachment of a Member of Board of Directors

1. If a Board Member is found to have committed egregious acts constituting proper cause for impeachment as defined in the Stated Policy, the process by which the accused may be expelled is detailed within the Stated Policy, Section V – Impeachment or Expulsion, Sub-Section B – Board Member.

Article IV – Meetings

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

Section A – Board of Directors Meetings

1. The Board of Directors shall hold meetings as prescribed in the Stated Policy, provided that not less than two (2) meetings are held in each quarter.
2. The members of the Board shall receive notice of all regular meetings at least three (3) days prior to the meeting.
3. The President may call special meetings of the Board of Directors for action on matters of urgent character.

Section B – General Membership Meetings

1. General business meetings shall be held as prescribed in the Stated Policy, provided that at least one (1) meeting is held in each quarter.
 - a. Notice of meetings shall be sent to the last known contact of each member at least five (5) days prior to the meeting.
2. Special meetings may be called for a specific purpose by the President, or by the Board of Directors, or upon written petition of at least ten (10) members, stating the object of the meeting. The business at a special meeting shall be restricted to the subject for which it was called.

Section C – Conduct of Meetings

1. All meetings shall be conducted according to Robert’s Rules of Order.
2. Except where otherwise specifically directed, all questions shall be decided by a simple majority vote.
3. There shall be no voting by proxy at any meeting.

Article V – Standing Committees

Section A – Scope

1. Standing Committees are the means by which the usual business of the Players is departmentalized for efficient handling.
2. Standing Committees may subdivide into two (2) or more sub-committees, but shall act only as a committee of the whole.
3. Standing Committee Chairmen shall be appointed by the President, with the advice and consent of the Board of Directors, except as provided in Article VI, Section A, and Article VII, Section A.
 - a. The Budget Committee shall consist of the Business Manager as Chairman, the Vice President, President, Treasurer, and Head of Production.
 - b. The Chairman of the Production Committee shall be a person who is not otherwise a member of the Board of Directors.
4. Standing Committee Chairmen shall select their committees from the membership, except as provided in Sub-section 3 (a) of this Article.
5. All Standing Committees shall hold a formal meeting at least once each quarter.
6. The Chairmen of any Committees and stated sub-committees thereof, or their representatives, may be invited by the President to attend Board Meetings as observers without voting privilege.
7. Standing Committees shall be defined in the Stated Policy.

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

- a. All Standing Committees shall be assigned specific duties in the Stated Policy for the purpose of clarifying their functions and avoiding conflicts of responsibility.

Article VI – Appointed Committees

Section A – Scope

1. The Auditing and Nominating Committees shall be appointed by the President, with the advice and consent of the Board. The first named and approved member shall be Chairman of the Committee.
2. The Auditing Committee shall audit the books of the corporation yearly, and as may further be defined in the Stated Policy.
3. The Nominating Committee shall present a slate of candidates, in conformance with Article III, Section D (a), and as may further be defined in the Stated Policy.

Article VII – Special Committees

Section A – Scope

1. A special committee may be appointed at the discretion of the President for specific duties outside the scope of the Standing Committees. The President shall appoint all committee members and name the Chairman.
2. The President may at any time replace any member of a Special Committee.
3. A Special Committee shall remain active until it has discharged the service for which it was formed; it shall then submit a report covering its activities to the Board, and disband.

Article VIII – Financial Obligations of Members

Section A – Dues

1. Each member of the Players shall pay annual dues, in the amount and timeframe prescribed in the Stated Policy.

Section B – Members in Good Standing

1. Members conforming to the requirements as prescribed in the Stated Policy shall be considered in good standing.
2. Members not in good standing shall not vote and are liable for expulsion.

Article IX – Fiscal Year

Section A – Definition

1. The fiscal year of the Players shall be from July 1 to June 30.

Article X – Amendments

BY-LAWS OF THE VILLAGE PLAYERS OF HATBORO, INC.

Section A – Definition

1. Amendments to these By-Laws shall originate either in the Board of Directors or on the floor of a General or Special Business Meeting, and may be passed at the next General or Special Meeting, at which a quorum is present, and further provided that a notice of the Amendment and the meeting shall have been sent to the last known contact of each member at least ten (10) days prior to the meeting.
2. A quorum shall be required for action on changes in the By-Laws and for election of officers.