

BYLAWS OF POSSUM POINT PLAYERS, INC.

(Adopted October 15, 2019)

ARTICLE I – NAME

Section 1.01 The name of this Corporation shall be Possum Point Players, Inc., hereinafter referred to as “the Corporation.”

ARTICLE II - MEMBERS

Section 2.01 ELIGIBILITY

a. Such persons, not limited in number, who are interested in the purposes of the Corporation may become Members of the Corporation upon meeting the requirements in subsection b. of this section.

b. Upon receipt at the Corporation’s address, of the Membership fee appropriate for the type of Membership for which they are applying, those persons shall be considered Members of the Corporation and shall remain such until December 31 of that year.

c. Members under the age of eighteen (18) years are not eligible to vote or serve as Trustees in the Corporation.

d. Donations in kind are not eligible for payment of membership and may be accepted or rejected by the appropriate trustee.

e. Donations in cash will include membership at the level of the donation.

f. Stipulated usage of donation by donors does not count toward membership and may be accepted or rejected by the Artistic or Executive Committee Chair after appropriate consultation.

Section 2.02 TERMINATION OF MEMBERSHIP

a. Except as otherwise provided in the Corporation’s Bylaws or the Certificate of Incorporation, Membership in the Corporation shall terminate upon death.

b. Any Member may be expelled by a two-thirds majority vote at a meeting of the Membership, Board of Trustees (as defined in **Article 4.01**), or the Executive Committee.

c. Any Member may voluntarily withdraw from Membership in the Corporation upon notifying the Secretary of such an intention in writing.

Section 2.03 VOTING Each Member eighteen (18) years of age or older shall be entitled to one vote at Membership meetings either in person or by proxy appointed by instrument in writing subscribed by the Member or his duly authorized attorney.

Section 2.04 QUORUM A majority of the Board of Trustees, who are eligible to vote, shall constitute a quorum at any Membership meeting.

Section 2.05 ANNUAL MEETING OF MEMBERS

a. The annual meeting of the Members shall be held on the first Friday in January. Should the first Friday fall on a holiday, the meeting shall be held on the second Friday in January. Notice of the time, place and purpose of such meeting shall be given not less than ten (10) days previous to the meeting, by public notification through news release and/or E-mail, or USPS mailing, postage prepaid.

b. At the annual meeting, the Members of the Corporation shall elect from among their number, Trustees whose terms of office are ending or who have been authorized by the Board of Trustees, the Executive Committee or the Artistic Committee.

Section 2.06 SPECIAL MEETING OF MEMBERS Special meetings of Members may be called at any time by the President or Secretary, or by a majority of the Board of Trustees. Meetings may also be called upon the request of twenty-five (25) members, made in writing to the President or Secretary. Notice of the time, place and purpose of such meeting shall be given not less than ten (10) days previous to the meeting, by public notification through news release and/or E-mail, or USPS mailing, postage prepaid.

Section 2-07 ANNUAL REPORT OF PRESIDENT – In consultation with the Executive Administrator, the President shall be responsible for an annual written report. The report shall be presented at the annual meeting of members by the President or the Executive Administrator or the President’s designee. The contents of the report shall be outlined in the Job Description of the Executive Administrator and shall also be distributed by the Executive Administrator to other personnel, as designated by the President or the Board of Trustees.

ARTICLE III – OFFICES

Section 3.01 REGISTERED OFFICE The registered office of the Corporation in Delaware shall be 18 Fairway East Drive, Georgetown, Sussex County, Delaware.

ARTICLE IV - BOARD OF TRUSTEES

Section 4.01 AUTHORITY AND NUMBER The business and affairs of the Corporation shall be governed and controlled by the Board of Trustees, except that the Members of the Corporation may, by a 2/3rd majority vote at a Membership meeting, veto any action taken or decision made by the Board of Trustees. The members of the Board of Trustees shall include, but not be limited to, a President, Vice President, Secretary and Treasurer and all current members of the Executive Committee and the Artistic Committee.

Section 4.02 ELECTION AND TERMS OF OFFICE

a. The **President** shall be elected at an annual Membership meeting for a period of one year. The President cannot hold any other elected office in the Possum Point Players during his/her term of office. In addition to being an ex officio member of all other PPP committees, he/she will also serve as Chairman of the Executive Committee.

b. The **Vice President** shall be elected at the annual Membership meeting in even years with terms ending at the end of the next odd year for a two-year term and shall be elected for two-year terms thereafter. He/she will serve on the Executive Committee.

c. The **Treasurer** shall be elected at the annual Membership meeting in odd years with terms ending at the end of the next even year for a two-year term and shall be elected for two-year terms thereafter. The Treasurer cannot hold any other elected office in the Possum Point Players during his/her term of office. He/she shall serve on the Executive Committee.

d. The **Secretary** shall be elected at the annual Membership meeting in odd years with terms ending at the end of the next even year for a two-year term and shall be elected for two-year terms thereafter. He/she shall also serve on the Executive Committee as its Secretary.

e. One of two **At-Large, trustees** shall be elected to the Executive Committee at the annual Membership meeting for a two-year term. At-Large Trustees may not succeed themselves. At-Large Trustee #1 shall be elected in even years. At-Large Trustee #2 shall be elected in odd years.

f. The **Building and Grounds chair** shall be elected at the annual Membership meeting in even years with terms ending at the end of the next odd year for a two-year term and shall be elected for two-year terms thereafter. He/she shall serve on the Executive Committee.

g. The **Fund-raising chair** shall be elected at the annual Membership meeting in odd years with terms ending at the end of the next even year for a two-year term and shall be elected for two-year terms thereafter. He/she shall serve on the Executive Committee

h. **ARTISTIC COMMITTEE MEMBERS:**

1. With exceptions noted below, Artistic Committee members are elected for two-year terms with the Props, Set Construction, Publicity, Reading Committee, Director Liaison and Selection members' terms being renewed in even numbered years, and the Lights/sound/EFX, Makeup and Costumes members' terms being renewed in odd numbered years.

2. The term of office of all affiliate group representatives, except PJ's, is determined by that affiliate group itself and changes by written instructions from the group to the Chairperson of the Artistic Committee.

3. The PJ's advisor is appointed by the Artistic Committee with Executive Committee approval and serves until his or her successor has been appointed and approved by the Artistic and Executive Committees respectively.

4. All new affiliate group representatives become official upon affirmative acceptance by vote of the Artistic Committee.

5. The PJ's president is not a voting member of the committee but serves during his/her presidency.

i. Other Trustees, whose number shall be determined from time to time at the discretion of, and voted on by the Board of Trustees or the Executive Committee or the Artistic Committee, whichever entity on which the elected trustee will serve. Their terms of office and responsibilities shall be determined by that entity and shall be described in a document titled: POSSUM POINT PLAYERS TRUSTEES JOB DESCRIPTIONS.

j. Duly elected Trustees shall remain in office until replaced through election, acceptance of their resignation, removal from office or termination of membership.

Section 4.03 RESPONSIBILITIES -The responsibilities of all Trustees shall be described and located in a document titled: POSSUM POINT PLAYERS TRUSTEES JOB DESCRIPTIONS, Subtitle: Trustees, Executive Administrator and non-Trustee personnel.

Section 4.04 MEETINGS The Board of Trustees may hold meetings for the transaction of business at such time and place as may be determined by the President. The Board of Trustees shall report to the general Membership on a regular basis as to its activities. Meetings may also be called upon the request of a majority of the Trustees, made in writing or E-mail to the President or Secretary. Notice of the time, place and purpose of such meeting shall be given by the Secretary not less than ten (10) days previous to the meeting, to all Trustees by public notification through news release and/or E-mail, or USPS mailing, postage prepaid.

Section 4.05 QUORUM A majority of the Board of Trustees eligible to vote shall constitute a quorum at any Board of Trustees meeting. A majority of members eligible to vote of any Board or Committee shall constitute a quorum at any meeting. Further, that definition shall include the following:

a. Where there are committee members who are co-chairs or assistants, only one of those members shall be counted in the definition of a quorum.

- b. Only one vote is given to each committee position which includes assistants or co-chairs.
- c. An assistant is permitted to vote when the chair for that position is absent.
- d. When co-chairs for a particular position are present, a determination of which co-chair shall vote will be determined by the co-chairs, or the Artistic Committee Chair if the co-chairs are not able to come to a determination.
- e. Committee members who are using their assistant by proxy, must send notice of such to the Chair of their committee.

Section 4.06 VACANCIES occurring in the membership of the Board of Trustees may be filled a majority vote of the members of the Committee on which they serve. Such elected trustees shall serve until the end of the term of the vacancy.

Section 4.07 REMOVAL Any Trustee, elected or appointed by the Board of Trustees or by the Membership, and any Member of any committee may be removed at any time with or without cause by a majority vote of the Members of the Board of Trustees at a meeting called for that purpose.

Section 4.08 ANNUAL ELECTION TIMELINE

- a. By the September meeting of the Executive Committee, the President shall appoint a Nominating Committee of at least three members with at least one each from the Executive and Artistic Committees, designating one of them as chair.
- b. The Nominating Committee shall seek nominees for all Trustees whose election is called for the following January and for all other vacancies on the Board of Trustees.
- c. The Nominating Committee Chair shall submit a report on the Committee's progress at the October and/or November meetings and present a proposed slate of candidates at the December meetings of the Executive Committee and the Artistic Committee.
- d. The Nominating Committee Chair shall propose the slate of candidates at the appropriate time at the next annual meeting.

Section 4.09 TICKET PRICE AND DUES STRUCTURE of PPP shall be set by the Executive Committee, in consultation with the Executive Administrator, when the Executive Administrator is preparing the next year brochure.

ARTICLE V – RECORDS

Section 5.01 CORPORATE RECORDS The Corporation shall keep at its registered office in this state or at its principal place of business wherever situated an original or duplicate record of the proceedings of the directors and the original or copy of its By-Laws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the members of the Board of Trustees. The Corporation shall also keep complete and accurate books or records of account.

Section 5.02 RIGHT OF INSPECTION Every member of the Board of Trustees shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a member of the Board of Trustees, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 5.03 EXECUTION OF WRITTEN INSTRUMENTS All contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President

and attested by the Secretary or an Assistant Secretary. All checks notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Trustees may from time to time designate.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 6.01 FISCAL YEAR The fiscal year of the Corporation shall end on the 31st day of December each year.

Section 6.02 NOTICES Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed sufficient if sent by the Secretary by public notification through news release and/or E-mail, or USPS mailing, postage prepaid. Such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 6.03 INDEMNIFICATION OF THE BOARD OF TRUSTEES The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Corporation) by reason of the fact that he or she is or was a Board of Trustees member, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 6.04 COMMERCIAL PAPER All checks, drafts or order for the payment of money shall be signed by the President or Treasurer.

Section 6.05 PARLIAMENTARY AUTHORITY The rules contained in Robert's Rules of Order Revised shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of order of this society.

Section 6.06 COMMITTEE COLLABORATION Any vote by either the Executive or the Artistic committee which negates or changes action taken by the other Committee requires the Chairperson of the Committee who voted to negate or change action, to be responsible for notifying, and seeking agreement with, the Chairperson of the other Committee. This notification should be either in person or by telephone, as soon as possible to prevent confusion, animosity or action which cannot be undone. Any compromise which is reached must be approved by both committees. If no compromise can be reached, the President is obligated to take the matter to the Board of Trustees.

ARTICLE VII - AMENDMENTS

Section 7.01 POWER TO AMEND These Bylaws may be amended at any Board of Trustees meeting by a 2/3 vote of the trustees either in person, by proxy or by e-mail provided that the meeting is attended by a quorum of the Trustees. EXCEPT THAT: Each proposed amendment to these Bylaws shall be available in writing to the Members of the Board of Trustees at least 30 days prior to the meeting at which time they will be voted on.

