

**MONTFORD PARK PLAYERS, INC.**  
**BY-LAWS**  
**ADOPTED BY THE MEMBERSHIP AUGUST 4, 2007**  
**AMENDED BY THE MEMBERSHIP OCTOBER 13, 2010**

- I. **NAME:** The name of the Corporation is Montford Park Players.
- II. **PURPOSE:** To present plays, particularly those of Shakespeare, and original scripts written locally, for the enjoyment and education of the community and others. The Montford Park Players generally encourage more traditional interpretations of Shakespeare. It shall be Montford Park Players' policy to cooperate as fully as possible with other theatre groups and with civic organizations.
- III. **MEMBERSHIP**
- A. **Membership Categories/Dues:** Anyone working on a Montford Park Players production, or otherwise working to further the Corporation, since the beginning of the prior summer season, is a working member. A working member over the age of twelve (12) years is a voting member. No membership fee shall be charged a working member.
- B. **Membership Benefits:** Working members are entitled to full participation in all productions and other activities of the Montford Park Players and to other benefits as determined by the Board of Directors. Auditions for all productions will be open. No pre-casting will be done. It is the policy of the Montford Park Players for production directors to cast purely on merit.
- C. **Membership duties:** Voting members are responsible for:
- i. Election of the Board of Directors;
  - ii. Voting on amendments of the articles of incorporation and the by-laws;
  - iii. Voting on the question of dissolution of the Corporation;
  - iv. Voting on the selection of fully staged productions to be presented in the regular summer season; such productions, when presented at the Amphitheatre, shall be free to the public, with donations accepted.
  - v. Voting on other actions as determined by the working membership or by the Board of Directors.
  - vi. Compliance with the Conflict of Interest Policy of the Board of Directors, a copy of which is on file.
- D. **Membership Meetings:** There shall be an Annual Membership Meeting, the time and place to be determined by the Board of Directors. Additional membership meetings may be called by the Board. Special Membership meetings may be called by written petition to the secretary by twenty (20) percent of the working members, whose membership is authenticated by the secretary. The Board shall set the time and place of Special Membership meetings, no fewer than fourteen (14) nor more than forty five (45) days from the date of receipt of said petition. Written notice of meetings, including anticipated agenda items, must be sent to all working members at their address registered with the Secretary, at least two weeks prior to the meeting.
- E. **Quorum:** Provided that the required notice of the meeting has been given to the working membership, the voting members present shall constitute a quorum for the

transaction of business at any meeting of the membership.

#### IV. BOARD OF DIRECTORS

- A. Board Membership/Term of Office: The number of Directors constituting the Board of Directors shall be no fewer than four (4) and no more than fifteen (15), plus a Youth Representative, who shall have full voting rights on issues other than those involving financial matters, plus Hazel Robinson, Founder of the Montford Park Players, who shall be an additional voting member of the Board for as long as she is willing to serve. All other Directors shall be elected to a three (3) year term, and shall serve until their successors are elected and installed. Directors may serve two (2) consecutive three-year terms, and then must leave the Board for at least one (1) year before being eligible for re-election to the Board. The Youth Representative shall be elected to serve a three-year term, or until the first Annual Membership meeting following his or her eighteenth (18<sup>th</sup>) birthday.
- B. Election of the Board: Directors shall be elected from the working membership by majority vote of the voting members present at the Annual Meeting of the Membership. The Nominating Committee, appointed by the Board from the working membership, shall prepare a slate of nominations. Additional nominations may be made from the floor, provided the person nominated has agreed to serve, if elected.
- C. Duties of the Board: The Board of Directors is legally responsible for management, operation, and all financial obligations of the Corporation. The board shall set all policy, fees, and membership benefits; elect officers of the Board; and call for a vote by the voting membership on the question of dissolution of the Corporation, and other actions to be voted on by the voting membership. The Board may call a Membership Meeting, and shall schedule all performances, select and approve all scripts produced, except those selected by the voting membership for the regular summer season, and approve all production directors. The Board shall approve and have responsibility for all productions involving the Montford Park Players sponsored by another organization, and all productions by another organization sponsored by the Montford Park Players.
- D. Board Meetings: The Board shall meet at least four (4) times per year. A meeting may be called by the Chair, or by the Secretary upon written request of a majority of the Directors. Except in an emergency, at least one week's notice of the Board meeting must be received by all Directors in writing, in person, or by phone or other electronic communication.
- E. Quorum: A majority of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- F. Removal of a Board Member: Directors shall be removed from the Board after having missed three (3) consecutive, regularly-scheduled Board meetings, without giving prior notice to the Secretary of their inability to attend. A Director also may be removed from office upon a three-quarters affirmative vote of the current Board of Directors that the individual has acted in a manner contrary to the best interests of the Corporation. Written notice of removal shall be sent to the Director by the Secretary.
- G. Filling a Vacancy on the Board: A vacancy on the Board caused by death,

- resignation, or removal, shall be filled from the voting membership by vote of the remaining Directors. The Director elected shall complete the term of the Director replaced.
- H. A director appointed to complete a term of a director who has resigned, died, or been removed, shall be eligible for re-election to one 3-year term when the appointed director's term expires.

## V. OFFICERS

- A. Positions and Duties: The Corporation shall have four (4) Officers: Chair, Vice-Chair, Secretary and Treasurer, with duties as follows:
- i. Chair: The Chair shall set the agenda for all meetings with the Secretary, and shall preside at all meetings of the Board and Membership. The Chair or Acting Chair shall not vote at board meetings, except in the event of a tie vote. The chair shall be an ex-officio member of all committees.
  - ii. Vice-Chair: The Vice-Chair will serve in the absence of the Chair;
  - iii. Secretary: The secretary shall record and distribute minutes of all meetings of the Board and Membership. He or she shall maintain records of addresses of all members, and shall send timely notice of all Board and Membership meetings. He or she shall handle all correspondence of the Board. He or she shall call board meetings upon written request of a majority of the Directors;
  - iv. Treasurer: The Treasurer shall oversee and participate in the maintenance of financial activity for the organization as outlined in the board's Internal Control Policy. The Treasurer shall submit regular financial reports to the Board of Directors as requested, as well as a Cash in Bank statement at every Board meeting.
  - v. Officers and Employees may be given authority by the Board to sign contracts and other documents which obligate the Corporation.
- B. Election of Officers and Terms: Officers shall be elected from the Board by the board at the first Board Meeting following the Annual Membership meeting. All officers shall be elected to a one (1) year term, and shall serve until their successors are elected and installed.
- C. Vacancy: Vacancy in an Officer position shall be filled by the Board from the Directors serving on the Board.
- D. Consultants and Advisors: Show Directors of plays in production who are not currently members of the Board of Directors shall serve as Consultants to the Board during the rehearsal and performance period of the play. The Board may appoint other Consultants to advise the Board as needed.
- E. Committees
- i. The Executive Committee shall consist of the Officers of the Board, plus Hazel Robinson in her capacity as Chair Emerita, and shall have authority to act for the Board when the Board is not in session, in a manner not inconsistent with the General Statutes of the State of North Carolina. Actions of the Executive Committee must be reviewed, and approved or amended, by the Board at its next regularly scheduled meeting. The Chair or the Vice-Chair may call a meeting of

the Executive Committee. Reasonable notice of meetings must be given, and three (3) Members must be in attendance to conduct business.

- ii. The Board shall have authority to appoint any additional Standing or Special Committees to serve as needed.
- iii. The Committees shall meet as often as necessary to carry out their duties. Meetings may be called by the Committee Chair or by the Chair of the Board. Committee members shall serve at the discretion of the Board. Reasonable notice of meetings shall be given to all committee members.

VI. FISCAL YEAR: The Fiscal Year of the Corporation shall run from 1 January through 31 December.

VII. AMENDMENT OF ARTICLES OF INCORPORATION/BY-LAWS

- A. Articles of Incorporation: The Articles of Incorporation may be amended by a vote of a majority of the eligible voting membership of the Corporation during any scheduled membership meeting. Members must be present in order to vote. Notice of proposed amendments must be given at the previously scheduled meeting of the working membership.
- B. By-Laws: The By-Laws may be amended at any scheduled membership meeting at which at least one-quarter of the eligible voting membership of the Corporation is present. Approval of amendments to the Bylaws shall require a vote of at least sixty (60) percent of the eligible voters present. Notice of proposed amendments must be given at the previously scheduled meeting of the working membership.

VIII. LIMITATION OF POWERS

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by:

- A. An organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or
- B. An organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IX. DISSOLUTION

Upon Dissolution of the Corporation, its assets, except its rights to plays by Richard James, will be given to another theatre group, or to the Asheville Department of Parks and Recreation if, at the time of the Dissolution, the above organization(s) meet the requirement that they themselves must be exempt organizations as described in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or to the Federal, State, or Local government for exclusive public purposes. The Corporation's rights to plays by Richard James will be transferred to an organization and/or an individual designated by Richard James or by an organization and/or an individual designated by Richard James to handle the transference of rights.