

August 14, 2018

**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 serve as North Carolina's longest running Shakespeare theatre company dedicated to providing exceptional dramatic entertainment for the enrichment, education, and enjoyment of our audiences. 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.~~ III. CASTING: Auditions for all productions will be open and not restricted to Members. No pre-casting will be done. It is the policy of the Montford Park Players for production directors to cast purely on merit.

~~III-IV.~~ IV. 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 ~~w~~Working ~~m~~Member provided he or she consents. A ~~w~~Working ~~m~~Member over the age of twelve (12) years is a ~~v~~Voting ~~m~~Member. Anyone who has been a Working Member in the past, but who has not worked to further the Corporation since the beginning of the prior summer is a Member without voting rights. No membership fee shall be charged. ~~a working member.~~

B. Membership Benefits: Working ~~m~~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 ~~m~~Members ~~are responsible for~~ have the right to vote on the following. Voting on all other matters is expressly reserved for the Board of Directors.

i. Election of the Board of Directors;

ii. Voting on amendments of the articles of incorporation and the ~~b~~By-laws;

iii. Voting on the question of dissolution of the Corporation;

~~iv.~~ iv. Voting on the selection of up to three (3) 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.

~~iv.~~ iv. Removal of a Director from the Board of Directors;

v. Voting on other actions as determined by the working membership or by the Board of Directors.

~~vi.~~ vi. Compliance with the Conflict of Interest Policy of the Board of Directors, a copy of which is on file.

D. Members will be bound by the rules and regulations contained in the membership handbook which posted on the Montford Park Players website.

E. Membership Meetings:

- i. Annual Meetings: There shall be an Annual Membership Meeting in Buncombe County, North Carolina, the time and specific place to be determined by the Board of Directors.
- ii. Special Meetings: ~~Additional Special mMembership mMeetings~~ may be called at any other time by the Chair or Vice Chair, and a Special Membership Meeting shall be called by either of them upon written request of three (3) or more members of the Board. Special Membership mMeetings may be called by written petition outlining one or more demands for the meeting and describing the purposes for which it is to be held. The written petition must be signed and dated by at least ten percent (10%) of Voting Members as verified by the Secretary and delivered to the Ssecretary. Special Meetings shall be held in Buncombe County, North Carolina, the time and specific place to be determined by the Board of Directors. ~~by twenty (20) percent of the working members, whose membership is authenticated by the secretary.~~ ~~Only those matters that are within the purpose or purposes described in the Notice may be acted upon at a Special Meeting.~~
- iii. Notice: Each Member shall provide the Secretary with a valid e-mail addresses or, if the Member requires written Notice, a valid mailing address. Members shall be individually responsible for keeping their e-mail or mailing addresses current with the Secretary. By becoming a Member, an individual agrees to receive Notice by way of electronic communication unless he or she specifically notifies the Secretary in writing that he or she requires written Notice.

Notice shall include the date, time, place, and purpose of the Meeting. Unless the Member has specified to the Secretary that he or she requires written Notice, Notice shall be considered effective when it is e-mailed to the address the Member has on file with the Secretary in accordance with N.C.G.S. § 55A-41 (c). If the Member requires written Notice, notice is effective when it is deposited in the United States mail with postage thereon prepaid and correctly addressed to the Member's address shown in the Corporation's current record of members.

The Board shall set the time and place of ~~Special Membership mMeetings~~. If the Board receives a request for a Special Membership Meeting in accordance with Paragraph IV (E)(ii), the Board shall set the time for said meeting no fewer than fourteen (14) and nor more than ~~forty five~~thirty (45/30) days from the date of receipt of said ~~petition~~request. Written nNotice of all Membership mMeetings; including anticipated agenda items, ~~must be sent to all wWorking mMembers at their address registered with the Secretary,~~ at least two (2) weeks prior to the meeting.

- iv. Attendance by Alternative Methods: Members may attend meetings by conference call, webcam, chat rooms, or other alternative methods. For a Member to be considered "in attendance," the method of attendance must be sufficient to hear and respond to commentary as if the Member were physically present at the meeting. A Member's attendance is not recognized if that Member is being updated by text, chat, or any other means of summary update or if the Member is not able to hear and respond to commentary as if the Member were physically present at the meeting. A Voting Member may vote by call, e-mail,

webforms, or other similar method as long as the Member is considered “in attendance” at the Meeting under this paragraph. The Board of Directors is also authorized to set up a vote for the Membership by way of an online poll, webform, e-mail vote, or other electronic method, provided that all Voting Members have access to the voting method or some alternative voting method. The Corporation has no obligation to provide alternative methods of attendance for any of its Meetings.

i.v. Proxy Voting: Every Voting Member may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Proxy appointments are not valid after 11 months unless a different period is expressly provided in the appointment form.

F. Quorum and Voting: 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. Ten percent (10%) of the Voting Membership shall constitute a quorum. Unless otherwise specified in these Bylaws, a majority vote of the Voting Members participating at a Membership Meeting noticed and held in accordance with these Bylaws shall constitute the action of the Members. Each Voting Member, including Members also serving as Directors, Officers, or Committee Members, shall have one vote.

G. Resignation of a Member: Any Member may resign at any time by giving written or e-mail notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

~~D.H.~~ Removal of a Member: A Member may only be removed by a three-fourth’s vote of the Board of Directors only for Cause. Cause is defined as 1) an act of theft, fraud, embezzlement, or forgery which concerns the finances of the Corporation; 2) credible threats of violence to other Members or Montford Park Player audiences; 3) acts of sexual or racial harassment 4) violation of the rules, regulations, policies, or etiquette outlined in the Membership Handbook; 5) any history of conduct constituting a “sexually violent offense” with a minor as defined in N.C.G.S. § 14-208.6 (5), an “offense against a minor” as defined in N.C.G.S. § 14-208.6 (1m), or conduct of a “sexually violent predator” as defined in N.C.G.S. § 14-208.6 (6), whether or not that act has been or could be prosecutable under North Carolina law. The Board shall make the final determination of whether a Member has engaged in an act which constitutes Cause for removal, and such determination shall be decided under a preponderance of the evidence standard.

IV.V. 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 (18th) birthday.

B. Election of the Board: Directors shall be elected from ~~the working membership~~ by ~~majority-a plurality~~ vote of the ~~v~~Voting ~~M~~members present at the Annual Meeting of the Membership. The ~~Nominating Committee, appointed by the~~ Board ~~from the working membership, shall may~~ prepare a slate of nominations. Additional nominations may be made ~~by the Members~~ from the floor, provided the person nominated has agreed to serve, if elected. ~~If a Director is elected who is not a Voting Member, the Director shall have no voting rights until he or she becomes a Voting Member.~~

C. Powers and Duties of the Board: The Board of Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws. All powers not delegated by the Board of Directors are expressly reserved to it. Said powers shall include, but not be limited to, the following:

- a. To establish priorities for the Corporation and its activities;
- b. To elect officers of the Board;
- c. To elect members of the Executive Committee;
- d. To fill the Board of Directors' vacancies for the duration of a term;
- e. To hire and terminate employees, including the Executive Director and Artistic Director;
- f. To create and terminate employment positions;
- g. To establish conditions for admission of Members and approve membership, consistent with these Bylaws;
- h. To select and approve all scripts produced, except those selected by the voting membership for the regular summer season;
- i. To review budget proposals and to adopt the budget of this Corporation for each fiscal year;
- j. To schedule all performances;
- k. To call for and schedule meetings, including Special and Regular Membership Meetings, consistent with these Bylaws;
- l. To call for votes by the voting membership, including a call on the question of dissolution of the Corporation;
- m. To review, initiate, and approve proposals, policies, programs, and procedures for the Corporation, the Board of Directors, the Committees, and the Members whether initiated by the Board of Directors, the Committees, the Members, or any outside party;
- n. On behalf of the Corporation, to purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- o. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Corporation's real or personal property;
- p. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of the Corporation's property, franchises, or income;
- q. To retain outside consultants on behalf of the Corporation or the Board of Directors;

- r. To procure insurance for the benefit of the Corporation, the Board of Directors, the Corporation's employees, and the Members, whether individually or severally;
- s. Any and all powers enumerated under N.C.G.S. § 55A-3-02 or otherwise allowed under North Carolina law.

~~C.D.~~ 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.E.~~ 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. Directors may attend meetings and vote through electronic, telephonic, or other alternative means as long as they would be considered "in attendance" under Paragraph IV(D)(iv) above. The Board is under no obligation to provide Directors with these alternative means of attendance.

F. Quorum and Voting: A majority of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, the affirmative majority vote of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote.

G. Unanimous Written Consent in Lieu of a Meeting: The Board may take action without a meeting if written consent to the action is signed by all of the Directors. For purposes of this paragraph, e-mail consent can constitute written consent.

H. Proxy voting: Every Director may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the Director executing it. Proxy appointments are not valid after 11 months unless a different period is expressly provided in the appointment form.

~~E.I.~~ Conflicts: All Board members shall be required to review and sign the Corporation's Conflict of Interest policy annually. No Board member shall vote on an issue where he or she has a Conflict of interest in accordance with that policy.

J. 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 for acting in a manner contrary to the best interests of the Corporation and 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 Voting Members present at a Special Meeting called for that purpose. Written Notice of removal shall be sent to the Director by the Secretary. A Director appointed by the Board to fill a vacancy

of a Director elected by the membership may be removed by a majority vote of the Membership Board. Removal of a Director by this process will not constitute removal of that Director's membership unless the Director is also removed as a Member in accordance with Paragraph IV(G).

F.K. Resignation: Any Director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation. Resignation from the Board shall not constitute resignation of that person's Membership or status as a Voting Member.

G.L. Filling a Vacancy on the Board: A vacancy on the Board caused by death, resignation, or removal, shall may 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. The Director must leave the Board for at least one (1) year before being eligible for re-election to the Board.

V.VI. 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. The Chair may sign contracts or other instruments, which the Board of Directors has authorized to be executed.
- ii. Vice-Chair: The Vice-Chair will serve ~~in as~~ Acting Chair 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 e-mail addresses and addresses of all ~~M~~members, and shall send timely ~~n~~Notice of all Board and Membership meetings. He or she shall handle all correspondence of the Board. He or she shall call ~~B~~board meetings upon written request of a majority of the Directors. He or she will serve as Acting Chair in the absence of the Chair and the Vice-Chair;
- iv. Treasurer: The Treasurer shall oversee and participate in the maintenance of financial activity for the ~~organization~~ Corporation as outlined in the ~~B~~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. The Treasurer may delegate responsibility for the preparation of the financial reports and Cash in Bank statements to an another person. The Treasurer will serve as Acting Chair in the absence of the Chair, Vice-Chair, and Secretary.
- v. The Board may delegate to Officers and Employees ~~may be given authority by the Board~~ the authority 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 ~~b~~Board at the first Board Meeting following the Annual Membership meeting. All ~~o~~Officers shall

be elected to a one (1) year term, and shall serve until their successors are elected and installed or until they are no longer Directors on the Board.

B.C. Removal: the Board of Directors may remove any Officer at any time with or without cause by a majority vote.

C.D. Resignation: Any Officer may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation. Resignation from the Board shall not constitute resignation of that person's Membership or status as a Voting Member.

D.E. Vacancy: Vacancy in an Officer position shall be filled by the Board from the Directors serving on the Board.

E.F. 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 and Advisors to advise the Board as needed.

G. Committees:

i. The Executive Committee shall consist of the Officers of the Board plus the Chairs of each Committee, ~~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 Officers of the Board shall have the same titles and responsibilities with respect to the Executive Committee. 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-a majority of Members of the Executive Committee must be in attendance to conduct business.

ii. The Board shall have authority to appoint any additional Sstanding or Sspecial Ccommittees to serve as needed.

iii. Any Working Member may elect to be part of a Committee other than the Executive Committee. Each Committee shall have a Chair that is appointed by the Board of Directors. If the Board of Directors does not appoint a Chair, the Committee shall elect a Chair.

ii-iv. These Committees may also be referred to as "Working Groups" in practice.

iii-v. 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.

F.H. Removal: Committee members shall serve at the pleasure of the Board and may be removed from a Committee by majority vote of the Board. Removal from the Board of Directors shall result in removal as a Committee member.

VII. NON-DISCRIMINATION: Montford Park Players does not discriminate on the basis of race, color, religion, sex, age, national origin, marital status, military status, sexual orientation, handicap or disability.

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

VII.IX. AMENDMENT OF ARTICLES OF INCORPORATION/BY-LAWS

A. Notice: Notice of proposed amendments to the Articles of Incorporation or Bylaws must be given at the previously scheduled meeting of the working membership or sent to the Voting Members at least thirty (30) days prior to the Membership Meeting where Voting Members are expected to vote.

B. Articles of Incorporation: The Articles of Incorporation may be amended by (1) by the Board or in lieu thereof in writing by the number or proportion of members entitled under N.C.G.S. 55A-7-02(a)(2) to call a Special Meeting to consider such amendment; and (2) By the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less. 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.

C. By-Laws: The By-Laws may be amended 1) by the Board or in lieu thereof in writing by the number or proportion of members entitled under N.C.G.S. 55A-7-02(a)(2) to call a Special Meeting to consider such amendment; and 2) by the Members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less.

~~VIII. 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.~~

IX.X. LIMITATION OF POWERS

Notwithstanding any other provision of these ~~b~~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.

X.XI. DISSOLUTION

A. Upon Dissolution of the Corporation, its assets, except its rights to plays by Richard James, will be given to ~~another theatre group~~ another non-profit organization, or to the Asheville Department of Parks and Recreation, or a combination of both. ~~if, Any non-profit organization designated to receive assets under this provision must at the time of the Dissolution, the above organization(s) meets~~ the requirement that ~~they themselves must be it is~~ 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.

B. Prohibition Against Sharing in Corporate Earnings or Assets:

No Director, Member, Officer, employee, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, except for reasonable compensation for services rendered in effecting any of the Corporation's purposes. No such person shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation. All Directors and Officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to such institution or institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may determine, to be used by such institutions for the same or similar purposes as are set forth in the Articles of Incorporation of this Corporation as amended, and to be dedicated for exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

XII. INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any Director or Officer, or any former Director or Officer and may by resolution of the majority of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law. Authorization of indemnification shall proceed in accordance with N.C.G.S. §§ 55A-8-55 and 55A-16-21.