

PEARL CITY PLAYERS THEATRICAL SOCIETY

BY-LAWS

Article I

Name

The name of this corporation is the Pearl City Players Theatrical Society, hereinafter called the Pearl City Players.

Article II

Purpose

Section 1. The Pearl City Players is incorporated under the Revised Iowa Non-Profit Corporation Act, Iowa Code Chapter 504 (2005). It shall be operated exclusively for charitable, scientific, literary, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code or its successor statute.

Section 2. The Pearl City Players Theatrical Society exists to improve the quality of life in the Muscatine Community by encouraging and promoting the theatre arts. The activities of the Pearl City Players shall include, but not be limited to:

- a. Producing plays and musicals that are stimulating and challenging.
- b. Hosting educational workshops and seminars.
- c. Developing theatre for and by youth.
- d. Organizing trips to other productions in our region.
- e. Collaborating with other area arts groups on theatre projects.
- f. Showcasing local talent.
- g. Developing and premiering new theatrical works.
- h. Other activities which the board may determine are appropriate to promote theatre arts.

Article III Fairness

Section 1. The Pearl City Players recognize that no set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws or the Policies and Procedures of the Pearl City Players, the issue will be decided upon on the basis of fairness by the Board of Directors, the good of the Pearl City Players and common sense.

Section 2. The values promoted by the Pearl City Players include exhibiting a high level of professionalism in their activities on behalf of the society; treating others with respect at all times; and to make theatre an enjoyable activity for all participants.

Article IV Membership

Section 1. **Membership.** Membership is open to all interested persons without regard to sex, race, color, creed or national origin.

(A). A person must be a member in order to participate in any Pearl City Players production, including actors, directors, producers, house manager, technicians, and others, except as provided in the Policies and Procedures.

(B). The Board of Directors retains the discretion to invite or hire guests to participate in productions, who shall not be required to become members of the society.

(C). All members must participate in some capacity in at least one production per year in order to remain in good standing.

Section 2. **Classes of membership.** There shall be two classes of membership, adult and youth.

(A). **Adults.** Adult members shall be 18 years of age or older. All adult members are entitled to vote. An adult may become a member upon making application, agreeing to abide by the Mission, By-laws and Policies and Procedures of the Pearl City Players, and by paying the dues as set by the Board of Directors from time to time.

(B). **Youth.** Youth members shall be from ages 12 to 17. Youth members are not entitled to vote, but are entitled to

participate fully in productions. Youth may become members upon making an application, agreeing to abide by the Mission, By-laws and Policies and Procedures of the Pearl City Players, and by paying the dues as set by the Board of Directors from time to time.

(C). **Children.** Children younger than age 12 shall not be entitled to membership, but may take part in productions if a parent, guardian or other adult member who is participating in the production, is assigned to responsibility for that child.

Section 2. **Removal.** Any member may be removed from the organization by the Board for cause, including, but not limited to, a violation of the Articles of Incorporation or By-laws of the Pearl City Players; a violation of the Policies and Procedures of the Pearl City Players; failure to pay dues; disrespectful or abusive treatment of other members or participants in any production; or behavior likely to bring the Pearl City Players into disrepute.

Article V

Board of Directors

Section 1. **Numbers.** The Board of Directors shall consist of a minimum of five and a maximum of eleven persons, as set annually by the Board. A Director must be a Member of Pearl City Players in good standing, and must have been actively involved in some aspect of a Pearl City Players theater production in the year preceding their term. In addition, each Director must actively participate in at least one Pearl City Players theater production during his or her term as a Director in order to remain eligible for re-election.

Section 2. **Terms.** Each Director shall be elected for three year terms, except the initial Board of Directors who shall serve staggered terms. The five initial Directors shall determine the length of their term by lottery with two directors serving a one-year term, two directors serving a two-year term and one director serving a three year term.

Section 3. **Limits.**

(A) Each director shall be limited to two consecutive terms, for a maximum of 6 years, and then must go off the Board. That person must remain off of the Board of Directors for at least two years before serving as a Director again.

(B) Each Director may serve a maximum of two years as an

officer, in any one office, even though their term as Director has not yet expired. That person must wait at least one year before they may again serve as an officer in any office.

(C) Spouses, family members, or those residing together in a romantic or familial relationship, may not be on the Board of Directors or serving as officers at the same time.

Section 4. **Vacancies.** Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors from individuals nominated by the President. Individuals so elected shall serve the unexpired portion of the term of the position which was vacant.

Section 5. **Removal.** A Director may be removed upon a majority vote of the other Directors for cause, including, but not limited to: two or more unexcused absences from meetings; long term illness or disability which prevents the Director from fulfilling his or her obligations to the Pearl City Players; a violation of the Articles of Incorporation, Mission, By-laws or Policies and Procedures of the Pearl City Players; malfeasance in office; or other action detrimental to the Pearl City Players or likely to bring the organization into disrepute.

Article VI Officers

Section 1. **Officers.** The officers of the Society shall be the President, the Vice President, the Secretary and the Treasurer.

The officers shall be elected on an annual basis by a majority vote of the Board of Directors from among the current Board Members.

Section 2. **President.** The President shall be the chief executive officer of the Society and shall exercise the powers normally associated with such position. The President shall serve as the Chair of the Board of Directors and preside at all meetings of the Board of Directors and the general membership. The President shall vote on business before the Board only if necessary to break a tie.

Section 3. **Vice President.** The Vice President shall act as President in the absence or disability of the President.

Section 4. **Secretary.** The Secretary shall keep records of the proceedings of the Board, shall maintain correspondence and communications, and shall maintain the Policies and Procedures of

the organization and ensure they are updated.

The Secretary shall sit on the Communications Committee.

Section 5. **Treasurer.** The Treasurer shall keep the accounts and provide monthly and annual financial reports to the Board and to the general membership as required by the Board of Directors. The signature of the Treasurer and at least one other officer, as designated from year to year, shall be required on all checks or authorized expenditures. The two signatories for checks or expenditures may not be spouses, family members, or those residing together in a romantic or familial relationship.

The Treasurer shall sit on the Finance and Fundraising Committee.

Section 6. **Officers Elect.** The Board may provide for an Officer Elect, selected a year in advance of serving their term if deemed necessary to permit time to learn the duties of the position. Such a provision shall be set forth in the Policies and Procedures if enacted by the Board.

Section 7. **Historian.** The Board may create the position of Historian, which shall not be considered an officer position. The Historian must be a member in good standing of the Pearl City Players, but need not be a member of the Board of Directors. The Historian shall sit on the Communications Committee.

The Historian shall be responsible to organize and maintain all archival records of the Pearl City Players Theatrical Society. Archival records include financial documents older than seven years, minutes of meetings older than three years, memorabilia from productions, photographs, awards, and other records pertaining to the society.

Section 8. **Liaison to Standing Committees.** The Board will appoint and assign various Directors to sit on each standing committee and serve as a liaison to the Board. The Secretary shall be assigned to the Communications Committee and the Treasurer shall be assigned to the Finance and Fundraising Committee as set forth above. The Historian shall also be assigned to the Communications Committee. Each standing committee shall meet regularly as set forth in the Policies and Procedures.

Section 9. **Term Limits.** Each officer may serve a maximum of two years in any one office. That person must then wait at least one year before again serving as an officer in any office. A year in which a person is an Officer-Elect to a position, in order to learn the duties of that position, will not be considered one of

the two years served in the office.

Article VII

Meetings and Functions

Section 1. Meetings.

(A). The Board of Directors shall meet at least four times per year for the purpose of transacting the business affairs of the Pearl City Players.

(B). The General Membership shall meet at least twice per year. One meeting shall be an annual meeting for the purpose of electing Directors for the upcoming fiscal year.

(C). Notice of meetings for the Board of Directors and the General Membership may be given in person, by phone, by mail or by electronic means, as set forth in the Policies and Procedures.

(D). All meetings, including Board meetings, shall be open to attendance by all members of the Pearl City Players, unless a closed session is called. Reasons for calling a closed session shall be specified in the Policies and Procedures.

Section 2. Voting.

(A). **Board Meetings.** Only Board members may vote on issues coming before the Board. All members present may be heard on any issue at any board meeting, but may not vote.

(B). **General Membership.** All adult members in good standing may vote on any issue coming before the general membership.

Section 3. Quorum. The Board of Directors must have a quorum present at any meeting in order to transact business. A quorum shall consist of one-half plus one of the total number of directors.

Section 4. Minutes. All meetings of the Board of Directors and General Membership shall be recorded through the taking of minutes. The Secretary, or a designee if the Secretary is absent, shall take notes of each meeting and prepare minutes for review and approval at the next meeting. Minutes of each meeting will be available for review by any member of the Pearl City Players.

Section 5. **Functions.** The Board of Directors shall manage the property, business and affairs of the Society, including:

(A). Setting forth all organizational policies and procedures. The initial Policies and Procedures shall be set by the initial Board of Directors. All subsequent amendments shall be approved and ratified by the General Membership.

(B). Conducting normal business operations, including signing contracts and making expenditures.

(C). Organizing and conducting regular Board meetings.

(D). Organizing and conducting annual election of the Board of Directors and officers.

Section 6. **Fiscal Year.** The fiscal year of the Pearl City Players shall run from June 1 to May 31 of the following year. The annual meeting of the Directors and general membership shall be held in May of each year.

Article VIII Nominations, Elections and Voting

Section 1. **Nominations.** At least 45 days before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of three persons. Two persons shall be members who are not currently serving on the Board of Directors.

The third shall be a current Board member whose term is not expiring. The Nominating Committee shall submit a list of candidates to fill each vacant seat on the Board at least 15 days before the meeting. There is no requirement that more than one person be nominated for each vacant seat.

Section 2. **Voting.** The Directors to fill the vacancies shall be elected by the general membership of the Pearl City Players at the annual meeting. All adult members in good standing shall be eligible to vote. A simple majority of those voting is required to be elected.

Section 3. **Officers.** Officers shall be elected by a majority vote of the Directors following the selection of new Directors at the annual meeting.

Section 4. **Methods of voting.** The manner and means of voting shall be set forth in the Policies and Procedures as amended from time to time. All members will be notified at least 15 days

before the annual meeting of the methods of voting.

Article IX
Standing Committees

Section 1. **Standing Committees.** The Pearl City Players shall have the following standing committees.

(A). **Communications.** This committee shall be responsible for Communications, Publicity, Membership, and a Newsletter. The focus shall be both on attracting new members and keeping all members well informed as to activities, opportunities, upcoming events, and the business of the group; and also on keeping the public well informed as to upcoming events and opportunities. The Historian shall sit on this committee and assist with record keeping functions.

(B). **Technical.** This committee shall focus on the technical aspects of theater productions, such as lighting, sound, set building and other essential activities vital to providing quality productions. The committee shall recruit and train individuals to develop highly skilled technical persons for all aspects of theatre productions.

(C). **Finance and Fundraising.** This committee shall maintain oversight over the current finances and expenditures, bookkeeping and accounting procedures, and provide regular, meaningful reports to the Board of Directors and the membership. This committee shall also be responsible for raising funds to support the Society and various productions.

(D). **Education and Outreach.** This committee shall focus on training and education in all aspects of theater production for existing members, prospective members and other persons in the community. This committee shall also focus on youth in the community and coordinate with area schools and other youth oriented groups which also provide theater experience, in order to develop programming to benefit interested youth.

(E). **Other Committees.** The Board may create additional committees as needed for various short term projects or needs. The Board may create new standing committees by amending these By-laws.

Article X
By-laws and Policies and Procedures

Section 1. **By-laws.** These By-laws shall be in full force and effect from the date of their adoption by the initial Board of Directors.

(A). The By-laws shall be reviewed by the Board of Directors at least every five years from the date of adoption or the date of the last amendment, to ensure that they are current with the needs of the Society.

(B). The By-laws may be amended, as stated in the Articles of Incorporation, by the affirmative vote of seventy-five percent (75%) of the full number of Directors.

(C). All proposed changes to the By-laws shall be presented to the general membership for review and comment at least 30 days prior to being voted on by the Board.

Section 2. **Policies and Procedures.** Policies and Procedures shall be in full force and effect from the date of their adoption by the initial Board of Directors.

(A). The Policies and Procedures shall be reviewed by the Board of Directors on an annual basis to ensure that they reflect the current needs of the Society. The review shall generally coincide with the annual meeting. The Board retains the discretion to propose changes and set a meeting at times other than the annual meeting.

(B). Changes may be proposed by any member or Board member. All proposed changes shall be presented to the general membership at least 30 days prior to the annual meeting or special meeting.

(C). Approval of a majority of members present at the annual meeting, or the special meeting, is necessary to change the policies and procedures.

Dated this _____ day of _____, 2007, at Muscatine, Muscatine County, Iowa.

By _____
for the Board of Directors
Pearl City Players Theatrical Society