

Updated
Version
May 2018

PRIOR LAKE PLAYERS COMMUNITY THEATRE

BYLAWS

Article I – Membership

Section 1: Upon receipt of completed Membership Information Form and accepted payment, any person may become a member of the Prior Lake Players. Approval or disapproval shall not be based on race, sex, religion or sexual preference, or as otherwise stated in the organization's Constitution, Bylaws or Policies. Active membership entails a vital and interested participation in the affairs of the organization, and this intent is considered implicit with the payment for membership. Active members, upon payment of dues established by the policies of this organization may vote, initiate actions and motions, and participate in all theatrical and social functions of the organization as described in the Constitution, Bylaws and Policies of the organization. Active members will benefit based upon their selected membership level and said benefits will be guaranteed for the year of active membership. Membership benefits are subject to change annually as determined by and upon approval voting by the Board of Directors.

Article II – Board of Directors

The Board of Directors of this organization shall consist of not less than five (5) and not more than eleven (11) voting members drawn from and elected by the active membership of the group and such non-voting advisory members as may be established by the policies of the organization. Any non-voting advisory members elected to the Board must become members in order to join the board and subsequently have any voting rights.

As duly elected representatives of the general membership of the Prior Lake Players, members of the Board of Directors are expected to attend meetings of both the Board of Directors and general membership. Three (3) consecutive absences from the Board of Directors and general membership meetings, or a total of five (5) within any twelve (12) month period; participation in theatrical productions or social events that are determined to be less than satisfactory; or any action deemed by any single member of the Board of Directors or general membership to be detrimental to the organization or the community are grounds for dismissal from the Board of Directors. To remove a Director from the Board, a two-thirds vote of all members of the Board of Directors is required. The Director whose status on the Board is in question must be advised of the intent to vote on his/her removal from the Board of Directors at least five (5) days prior to the scheduled meeting via US mail to their last known address, in-person delivery or

via email with read-receipt or confirmed electronic delivery.

Article III – Powers and Duties

The Board of Directors, upon election as set forth in Article VI of these bylaws, shall organize itself by electing or appointing from within its own membership a President, a Vice President, a Treasurer, a Secretary, Director of Strategic Planning, Membership Director, Marketing/PR Director, Operations Director, Tech Director. Additional open slots on the board will be allocated to Members-At-Large to be assigned duties and tasks as needed by the President and the Board.

Section 1 – President: The President is the chief executive officer of the organization and shall generally supervise its affairs and activities. He/she has powers of appointment as elsewhere prescribed in the constitution, bylaws or policies. He/she shall preside at meetings of the general membership and of the Board of Directors and shall, in coordination with the Secretary, prepare an agenda for each such meeting. He/She or his/her delegate shall officially represent the organization at all external affairs and ceremonies and before other groups and organizations. He/she is an ex-officio member of all committees, except the nominating committee, in the organization. He/she has implied powers necessary and commensurate with his/her duties and obligations. The President may serve as the Producer of each Prior Lake Production, and must coordinate with the Board to fill all other show production staff positions. He/she may recuse this role if another suitable board member would like to serve as Producer, thus freeing the board President to serve a different show role. If the Board cannot fulfill each show role or if there are disputes, the President shall appoint board members to appropriate show production positions as necessary in order to ensure proper and efficient launch of theatrical productions.

Section 2 – Vice President: The Vice President shall, in the absence of the President, preside at meetings of the general membership and Board of Directors. In the case of incapacitation, resignation or removal from office of the President, the Vice President shall assume all Presidential duties, responsibilities and powers for the remainder of the Presidential term of office. As a member of the Board of Directors, the Vice President shall be responsible for recommending candidates for the Programming Committee to the Board for approval, will hold a “swing” vote on that committee, and will coordinate its activities with the Board.

Section 3 – Treasurer: The Treasurer shall be responsible for the deposit in designated accounts of all revenues of the organization, all disbursements of the organization funds, and the observance of budgetary limits on such disbursements,

the establishment of charge accounts in the name of the organization, the placement of insurance as required, and maintenance of financial status after each production and a complete financial statement at the end of each fiscal year, to be reported to the general membership during any general membership meeting. At the beginning of each fiscal year, the Treasurer shall coordinate the preparation of an operating budget consisting of anticipated non-production related expenses (insurance, postage, stationery, supplies, rentals, social events, scholarships, contributions, etc.) for the year. Treasurer shall be responsible for the accuracy, completion and timely delivery of all tax, federal, state, local and 501(c)(3) documents needed to ensure proper and legal standing and business. Treasurer is to archive all banking, financial, tax, government and non-profit documents and also making them publically available to the Board of Directors for review.

Section 4 – Secretary: The Secretary shall record and retain minutes of all regular and special meetings of the membership and of the Board of Directors, shall coordinate and prepare agenda for all regular and special meetings of the membership and of the Board of Directors, and shall be the custodian of all official records and histories of the organization.

Section 5 – Membership Director: The Membership Director(s) shall be responsible for coordination of all membership activities, including one a minimum of one (1) membership drive per annual theatrical season, membership recruitment, collection and delivery to the Treasurer of membership dues, collection and delivery to the Secretary of all membership records and their updates, issuance of membership cards, and the annual updating of a membership directory. The Membership Director(s) shall also, in coordination with the public relations Director, solicit contributions from contributing members and any others designated by the Board of Directors. This Directorship may be shared by up to two (2) members of the Board, with each holding a separate vote.

Section 6 – Strategic Planning Director: The Strategic Planning Director shall be responsible for all fundraising events and long-range partnerships in order to enhance the economic position of the organization as well as improve our standing within the community. Director will work within the community to procure sponsorships for theatrical productions, events and/or any other opportunities that present themselves. Director will be responsible for program advertising to generate revenue for the organization during theatrical productions. Director will cultivate investment and/or business-grade relationships to improve the economic and/or standing within the community. Director will be responsible for bringing charity partner options to the Board of Directors to review for each theatrical

performance in which a charity partner is warranted.

Section 7 – Marketing/Public Relations Director: The Marketing / Public Relations Director shall be responsible for publicizing all activities of the organization. These areas include, but are not exclusive to, membership recruitment, meetings, social activities, elections and election results, awards, charitable or civic activities, general play slates and production dates, auditions, etc. The Marketing/Public Relations Director shall manage and oversee the PLP website, and, as needed, procure program advertising. This position will also oversee the Publicity Committee, as well as all show-specific promotions, including news releases, photos, flyers, posters, direct-mail pieces, email communications, social media posts, and preview appearances by cast members. He/she is also responsible for assembling material, other than advertising, for the playbill and arranging its printing and production. This Directorship may be shared by up to two (2) members of the Board, with each holding a separate vote.

Section 8 – Operations Director: The Operations Director shall be responsible for the long-range planning in the areas of building and equipment acquisition and, with the approval of the Board of Directors, for the procurement by purchase or rental of theatrical equipment and for supervising and coordinating the loan or rental of PLP-owned equipment and/or properties to other groups or organizations. This Director shall also be responsible for the storage, maintenance and protection of all theatrical properties of the organization, except as otherwise noted in other Director responsibilities, and shall maintain an inventory of these properties which is available to the Board of Directors. The Director shall also manage the relationship with any persons, entities, governments associated with any facility that is used and/or rented by the organization for use both within or outside of theatrical productions.

Section 9 – Technology Director: The Technology Director shall be responsible for the storage and maintenance of all electronic properties including microphones, speakers, lights, two-way communication devices, etc. He/she has implied powers necessary and commensurate with his/her duties and obligations.

Section 10 – At-Large Board Members: The Board of Directors may elect but is not obligated to appoint At-Large Board Members as applicable and as needed. At-Large Directors will have responsibilities based on the needs of the Board of Directors, the President and/or the Executive Committee.

Article IV – Production Staff

At the inception of each theatrical production, the Board of Directors shall appoint

from the active general membership, a production staff consisting of a Producer (Board Chair), Director, Assistant to the Director, Technical Director, Stage Manager, House/Lobby Manager, Tickets Manager, Props Manager, Set Design/Construction Manager, Costume/Hair/Makeup Manager, and Volunteer Coordinator. In the event that a position is not filled through this process, the President shall appoint a member of the general membership to the unfilled position.

Section 1 – Producer: The producer shall act as overseer and/or coordinator of all show functions including rehearsal/production dates/location, production staff, and coordination of all other production staff and leadership in order to effectively launch each theatrical production. The President of the Board of Directors may hold this position, unless the President appoints a replacement and the Board approves the appointee by a two-thirds vote.

Section 2 – Director: The Director shall, upon approval of the Board of Directors, assume full directorial responsibility for the production, including casting and script revisions. The Director is to work with each of the Board members to ensure each portion of the show production is planned and completed within the appropriate timing to ensure the successful launch of the show performance. The selection of a Director shall be made by a majority vote of the Board of Directors. Any member of the Board that wishes to Direct must hand off Board responsibilities to another board member for the duration of the show production. In order for a Board member to become Director of a production it must be passed by a majority vote of the Board of Directors.

Section 3 – Assistant to the Director: The Assistant to the Director shall be appointed by the Director and shall aid in such capacities as the Director specifies. The Board of Directors shall not choose the Assistant to the Director unless such request comes from the Director approved by the Board for the production in which the Assistant to the Director is to participate. There shall not be any co-director scenarios for any theatrical production due to the confusion in responsibilities created.

Section 4 – Technical Director: The Technical Director is responsible to the Director for the recruitment and supervision of lights, sound, and special effects crew member(s). This coordinator will also procure the properties necessary to design and create lighting, sound and other special effects.

Section 5 – Stage Manager: The stage Manager shall be responsible for the running/production of the show and efficient and orderly management and coordination of all backstage activities during rehearsal and performances. The

stage Manager shall also manage and organize backstage crew. Placement and storage of props during and in-between productions shall be the responsibility of the Stage Manager. The Stage Manager will coordinate, with the House/Lobby Manager, the opening of the house to audience and return of audience during intermission.

Section 6 – House/Lobby Manager: The House/Lobby Manager shall be responsible for all non-stage activity except box office, except as otherwise noted, during the run of a production. This includes the auditorium proper, parking, ushers, ticket takers and any exterior & interior signs, lights or banners that are placed on/in the auditorium or its property. The House/Lobby Manager will coordinate, with the Stage Manager, the opening of the house to audience and return of audience during intermission. The House/Lobby Manager will collect and transmit ticket stubs /sales to the Tickets Manager after each individual production. The House/Lobby Manager shall be responsible for the procurement and coordination of pre-show, intermission and post-show lobby entertainment, refreshments and other accommodations deemed necessary by the Board, for the enjoyment and relaxation of our audience. This Manager shall also be responsible for having a membership area in the lobby area, to help build the membership base of the organization. The House/Lobby Manager shall collect and transmit to the Treasurer funds generated from new/renewal memberships, donations, etc. The House/Lobby Manager shall ensure that all signage within the auditorium, lobby, general areas and outside the building are professionally printed and expertly hung to ensure a professional atmosphere within the property.

Section 7 – Tickets Manager: The Tickets Manager shall be responsible for procuring, distributing and keeping records of all tickets for a production, receiving all revenues from ticket sales and managing the box office during performances. The Tickets Manager shall be responsible for recruitment and supervision of box office personnel, establishment of and collection of information from locations for pre-show ticket sales and collection of pre-sale tickets from website. The Tickets Manager will also promote ticket sales by cast and crew of production, will provide pre-sale ticket information for members of cast and crew and will collect all pre-sale ticket information and funds as necessary. Tickets Manager will manage all aspects of tickets including, but not limited to on premise sales, website sales, donated tickets, discounted tickets and comp tickets. Ticket Manager will ensure we do not oversell the theater and keep the lobby staff and board updated on ticket sales when they approach sellout status.

Section 8 – Publicity Manager: The Publicity Manager shall be responsible for all production related publicity including, news releases, photographs, flyers, posters,

direct-mail pieces, website communication, social media posts and preview appearances by cast members before civic or social groups or on radio and television. He/she is also responsible for assembling the material, other than advertising, to be included in the playbill and arranging for creation, printing, folding and stapling of the programs. The Public Relations Director will always hold this position, unless the Public Relations Director, Producer or Artistic Director appoints a replacement, and the Board approves the appointee by a four-fifths vote.

Section 9 – Props Manager: The Props Manager shall be responsible for the procurement of all props for use on stage during the production of the show and will transmit said props to stage Manager, as required or requested by the Director, Producer or Stage Manager. The Props Manager will keep an accurate accounting of props held within the PropShop as well as any properties that are loaned to other theater organizations.

Section 10 – Set Designer/Construction Manager: The Set Designer/Construction Manager shall be responsible for, in coordination with the Producer and Director, the stage set design, including the procurement of construction materials and coordination and supervision of a construction crew.

Section 11 – Costume/Hair/Makeup Manager: The Costume/Hair/Makeup Manager shall be responsible for, in coordination with the Producer and Director, the procurement of costumes, and the coordination of hair and makeup design.

Section 12 – Volunteer Coordinator: The Volunteer Coordinator shall be responsible for the communication, organizing, staffing and managing a team of volunteers for all aspects of a theatrical production including but not limited to: Set Construction, Lobby/House, Stage Management, Ushers, and Green Room Coordinator

Article V – Meetings

Section 1 – Board of Directors: The Board of Directors shall meet at the call of the President upon reasonable notice or by demand of any four members of the Board. The Board shall meet as often as necessary to conduct the business of the organization. A quorum is five (5) members, including the presiding officer. Location of meetings is to be coordinated by the Secretary of the Board.

Section 2 – General Membership: Regular and special meetings of the active general membership shall be determined by the Board of Directors and/or by the policies of the organization. Reasonable notice of both regular and special

meetings shall be given to all members entitled to vote. A quorum is ten (10) voting members, including the presiding officer.

Article VI – Elections

Section 1 – Nominating Committee: Between February 1 and March 31 of each year, the President, with the approval of the Board of Directors, shall select from the general active membership a nominating committee of not less than three and not more than five members in good standing to meet, consider and obtain candidates for each opening on the Board of Directors. This slate will be transmitted to the other membership at least ten (10) days prior to the election meeting. Other nominations may be made by petition of five members in good standing or by nomination from the floor at the election meeting.

Section 2 – Election Meeting: An election meeting shall be held each year between May 1 and May 31. Written notice of the date, place and time of such meeting shall be given to each voting member not less than ten (10) days before said meeting.

Section 3 – Eligibility: Any active member in good standing is eligible for election to the Board of Directors.

Section 4 – Tenure: Members of the Board of Directors shall serve staggered two-year terms, with six members elected in even years and five in odd years. Terms of office shall begin on July 1. If the number of members on the Board is changed, one or more candidates may be elected for a one-year terms to reestablish the staggered rotation of membership.

Section 5 – Method of Election: Voting members, using a secret ballot, shall enter one name from the list of nominees for each vacancy on the Board of Directors. Those candidates, up to the number of available seats on the Board who receive the largest number of votes over and above a simple majority of those members present and voting shall automatically be elected to the Board of Directors. If any Board vacancies remain unfilled by this process, a run-off vote shall be held among the remaining candidates until all vacancies are filled. In the event of a tie within the general membership vote, the Board of Directors will cast an internal vote to determine the winner. In the event of a tie vote within the Board of Directors, the President will appoint one of the nominees that were tied.

Article VII – Leader Succession Planning

Section 1 – Plan (Normal Circumstances) – Under normal circumstances, a succession plan for the President position shall be in place. In order to get

consideration for the President, any potential Board Member should have fulfilled one full term on the Board of Directors. Also, any potential candidate should have fulfilled one full year in at least two separate (non-member-at-large positions) Board of Director positions.

Section 2 – Emergency Plan – Under extreme circumstances where the succession plan in Section 1 can not be followed, the Board of Directors may elevate any current Director on the Board of Directors to the position of President with a majority vote.

Article VIII – Committees

The Board of Directors, or the President with the approval of the Board, may create committees of such number and kind, as they deem necessary to carry on the business and other activities of the organization. The Director primarily concerned with the activities of any such committee shall be, ex-officio, a member of that committee and shall act as an advisor. Committees can also include members with up-to-date dues as well as subject-matter or category expert that is from outside the general membership, as needed.

Committees to be considered by the board include, but are not limited to: Executive (to include President, Vice-President, Secretary & Treasurer), Governance, Finance, Programming, Publicity, Fundraising, and Nominations.

Article IX – Play Selection

The Board of Directors, with the assistance of the Programming Committee, with the approval of the Board, shall select the theatrical works to be produced by the organization. Selection of dates and sites for such productions shall also be a function of the Board of Directors.

Article X – Financial

Section 1 – Banking: The funds of the organization shall be deposited in such banking institutions and in such a fashion as determined by the Board of Directors.

Section 2 – Signatories: The Treasurer or the President of the organization shall sign all checks.

Section 3 – Budgets: Prior to each fiscal year, the Treasurer shall, with the

approval of the Board of Directors, prepare a general budget for the upcoming year. The budget shall, as much as possible, keep separate and distinct the proposed expenditures concerned with administrative or “housekeeping” functions of the organizations and those concerned with the production of plays. Any capital expenditures for long- lifetime equipment should also be budgeted separately. Budgets for specific productions shall be prepared by the production staff of that show as soon as reasonably possible and submitted to the Board of Directors for approval.

Section 4 – Disbursements: No person shall debt the organization for any sum not allocated or approved by the Board of Directors. Individual members of both the Board and the production staff shall keep a record of all items either purchased or charged along with a running account of how this affects the balance of his/her budget and submit this information to the Treasurer on a monthly basis.

Section 5 – Fiscal Year: The fiscal year shall begin on the first day of July of each year and shall end on the last day of June of each year.

Article XI – Roles & Responsibilities

Section 1 – It is the responsibility of each board member to thoroughly document his/her board roles and responsibilities to archive these processes for future board members. The document that is created must be maintained/updated annually by each board member and delivered to the secretary for archival. All processes must be documented in a step-by-step method to allow future board members to recreate each operation.

Article XII – Board Emeritus Positions

Section 1 – Definition – There shall be a category of Board Member known as Board Member Emeritus who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve lifetime terms for as long as they remain active in the work of Prior Lake Players, and may end their term at any time.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they

serve, and encouraged to attend all other events conducted by Prior Lake Players. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Section 2 - Eligibility: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the Prior Lake Players Board of Directors who:

1. Has served the Prior Lake Players Board of Directors with distinction
2. Held an important leadership role, and made or continues to make significant contributions
3. Engaged in major volunteer or advocacy activities in his or her service on the board
4. Completed the term(s) for which he or she was appointed or has left the board on good terms.
5. Participated in one (1) or more Prior Lake Players (e.g., events, volunteerism, fundraising, government relations, networking, etc.) during your previous term.

Section 3 - Election: Annually, with the recommendation of the board or nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or up to two (2) more individuals for a board emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Prior Lake Players Board of Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

Section 4 – Positions: There is no minimum nor maximum number of board emeritus positions available.