

M.C.P. BY-LAWS

ARTICLE I – NAME

The name of this organization shall be the Manistee Civic Players, Inc. hereto known as M.C.P. or the Corporation.

ARTICLE II – OBJECTIVE

Section 1: The Manistee Civic Players shall be incorporated in the State of Michigan as a non-profit corporation to present the finest in theatre; to advocate and provide arts education; and to restore the historic Ramsdell Theatre (1903) as a cultural center for the residents of and visitors to the region of Northwest Lower Michigan. The corporation shall operate under rules and procedures as many be devised. It shall function through a legally constituted Board of Directors which shall have the power to designate how its efforts and monies shall be apportioned among the following:

- A. Producing plays.
- B. Co-operating and assisting with any educational or charitable group or organization interested in furthering the arts and drama.
- C. Providing and/or conducting educational courses in the arts and drama.
- D. Encouraging community usage of the Ramsdell Theatre.

ARTICLE III – MISSION STATEMENT

Section 1: It is the goal of the Manistee Civic Players to present the finest in theatre, to advocate and provide arts education by assisting any educational or non-profit organization, and/or amateur group interested in furthering the performing arts.

Section 2: No profits shall incur to any member of the Board of Directors, share holder, or member.

ARTICLE IV – MEMBERS

Section 1: Any person may be eligible for membership in the M.C.P. A person will be declared a member upon the purchase of one or more season tickets of the M.C.P. which shall date from January 1 to December 31 of the current year. Such members will be entitled to

attend all meetings. Members may vote only at the Annual Meeting or any special meeting of the members as described in Article V.

Section 2: The number of season tickets held shall have no bearing on the number of votes a member may have.

ARTICLE V – OFFICERS

Section 1: The officers are: President, Vice-President, Secretary and Treasurer. The officers shall perform the duties prescribed by the By-Laws and by the parliamentary authority adopted by the M.C.P.

Section 2: The officers shall be elected by ballot at the organizational meeting immediately following the Annual Meeting of the members and shall serve for one year or until their successors are elected. Their term of office shall begin at the close of the organizational meeting at which they are elected.

Section 3: No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive elected terms in the same office.

Section 4: The Board will have the power to fill any unexpired term of a Director and/or fill any vacancy in any office, occurring from any reason, with approval of a majority of the Board.

ARTICLE VI – MEETINGS

Section 1: The nine (9) regular meetings of the Board of Directors shall be held monthly from January to December unless otherwise ordered by the Board of Directors or by Executive Committee. The Board shall have 3 days notification (by email and/or phone) of a cancellation of a Board meeting.

Section 2: The Annual Meeting will be held in October each year for the purpose of electing Board Members, receiving reports of officers and committees, and for any other business that may arise. The exact date and place of the Annual Meeting will be determined by the Board at least one meeting in advance.

Section 3: Each member of the M.C.P. is entitled to one vote, regardless of the number of season tickets held, at all meetings of the members. Absentee or proxy voting shall not be permitted except as noted in Article XIII. Contested elections shall be by written ballot; all others may be by raised hand or voice.

Section 4: Special Board Meetings may be called by the President, the Executive Committee, five (5) Directors of the Board, or by the written request of twenty-five (25) members of the M.C.P. Except in case of emergency, at least three (3) days notice shall be given. The purpose of the meeting shall be stated upon notification of the meeting.

Section 5: Special meetings of the members may be called by the written request of twelve (12) members of the M.C.P. The purpose of the meeting shall be stated upon notification of the meeting. At least three (3) days notice shall be given.

Section 6: One-half (1/2) plus one (1) members of the Board shall constitute a quorum at regular or special meetings of the Board. Fifteen (15) members shall constitute a quorum at the Annual Meeting and any other meetings of the members.

ARTICLE VII – BOARD OF DIRECTORS

Section 1: The officers of the M.C.P. including the Directors shall constitute the Board of Directors.

Section 2: The elected Board of Directors shall be composed of twelve (12) members and no less than nine (9) who shall be members of the Corporation.

Section 3: Directors will hold board positions for three (3) year terms with thirty-three and one third (33 1/3) percent of the Board Members' terms expiring each year. A Director must attend two-thirds (2/3) of all properly called meetings within the fiscal year unless notification is given to the M.C.P. Office or the President. Non-notification of three (3) or more absences may result in that Director

being dropped from the M.C.P. Board. Dropping a Director from the Board shall require a two-thirds (2/3) vote of the Board.

Section 4: The business, property and affairs of this Corporation shall be managed by the Board of Directors.

Section 5: The President will appoint a nominating committee consisting of three (3) members of the Board of Directors, who will present a slate of nominees of directorship at the Annual meeting. Nominations from the floor will not be accepted.

Section 6: The Board will have the power to appoint such other officers and agents as they may deem necessary for transacting the business of the Corporation.

Section 7: No volunteer director of the Board shall be personally liable to the corporation or its members for any monetary damages for breach of the fiduciary duties as a director; except that this provision shall not eliminate or limit the liability of a volunteer director for any of the following:

- a) A breach of the director's duty of loyalty to the corporation or its members.
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c) A violation of the section of the Michigan Non-Profit Corporation Act concerning director's liability for corporate actions involving unauthorized dividends or distributions (MCL 450.1551 (1)).
- d) A transaction from which the director derived an improper personal benefit.
- e) An act or omission that is grossly negligent.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1: The Board shall appoint an Executive Committee of four (4). The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer.

Section 2: This committee will exercise the authority of the Board in the management of the business of the Corporation between

meetings of the Board but cannot modify any action taken by the Board. This committee shall be accountable to the Board.

Section 3: The Executive Committee may hire or discharge any salaried personnel. However, this action must be approved by two-thirds (2/3) of the Board of Directors.

Section 4: The Executive Committee will evaluate the performance of the salaried personnel at its discretion, with a minimum of an annual review. Job performance will be evaluated and dealt with as needed.

ARTICLE IX – EXECUTION OF INSTRUMENTS

Section 1: All four (4) officers will sign on the signature card after election of officers takes place.

Section 2: The books of the Corporation shall be audited every three years or reviewed by a certified public accountant annually.

ARTICLE X – COMMITTEES

Section 1: The Board of Directors shall establish all committees deemed necessary for the operation of this Corporation. These Committees may be reviewed periodically for need and/or effectiveness. The Committees may be modified or deleted, as determined by the Board of Directors.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1: The rules contained in the current edition of *Robert's Rules of Order*, shall govern the M.C.P.

ARTICLE XII – DISSOLUTION

Section 1: The Corporation may be dissolved by a two-thirds (2/3) vote of members present and voting at a meeting specifically designated for this purpose.

Section 2: In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (c) (3) of the Internal Revenue Code or

the corresponding provisions of a future United States Internal Revenue Law with priority toward the furtherance of theatre education.

ARTIVLE XIII – AMENDMENTS

Section 1: These By-Laws can be amended only at a regular or special meeting of the members and by a two-third (2/3) vote of the membership voting provided that the amendment has been submitted in writing at least thirty (30) days in advance of such meeting. An absentee ballot will be sent to any member unable to attend upon request, seven (7) business days prior to the meeting, and must be received prior to the vote. Ballots will be opened and counted at the amendment meeting.