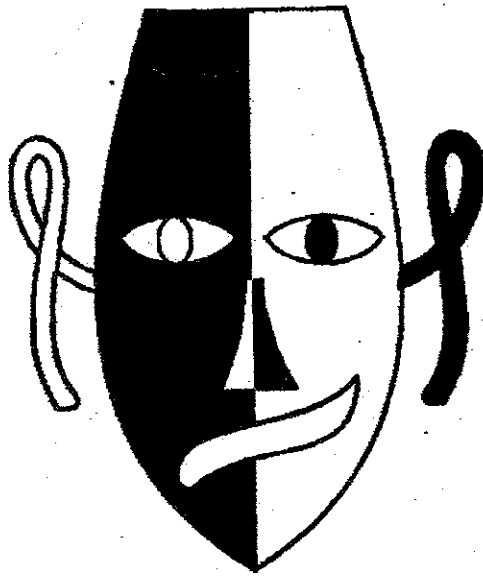


Bylaws of
Avon Players, Inc.



Adopted 1965

Revisions

June 1984

June 1989

February 1990

1994

1995

September 1997

April 2001

July 2005

John R. Smith
3/24/11

Bylaws of Avon Players, Inc.

ARTICLE I

NAME

This organization shall be known as "Avon Players, Inc.," a Michigan nonprofit corporation.

ARTICLE II

DEFINITIONS

Whenever the following words or terms are employed in these bylaws, they shall be construed as indicated herewith:

- **Board** is defined to mean the Executive Board of Avon Players.
- **Playhouse** is defined to mean the Avon Players Theater.
- **Voting Member** is defined to mean a member holding active, sustaining or life membership and is a Member in Good Standing whose payment has been received no later than 90 days prior to any vote. All active, sustaining or life members in good standing will be considered voting members for the first quarter of the fiscal year.
- **Member in Good Standing** is defined as a member who has paid his or her dues, and is not under disciplinary action by the Executive Board.
 - **"Annual Meeting"** is defined to mean the "July" meeting of the voting members at which the annual report is presented.
 - **"Board Elections"** is defined to mean elections held during the "May" special meeting of the voting members.
 - **"Fiscal Year"** is defined to mean from July 1 through June 30 of the following year.

ARTICLE III

PURPOSE AND OBJECTIVES

Avon Players is a nonstock, nonprofit Michigan corporation organized to promote and develop civic interest in—and enthusiasm for—nonprofessional dramatic and musical productions throughout the Greater Rochester Area. It seeks to generate community amusement, interest, and education in theater and to provide an opportunity for self-expression.

ARTICLE IV

MEMBERSHIP

Section 1: Classes of Membership

There shall be the following classes of membership: Junior, Active, Sustaining and Life. At the discretion of the Executive Board, Membership is defined as follows:

- A. Junior Membership (17 years of age and under). Participation is voluntary. Junior members will receive all mailings and be entitled to attend all general membership events. Junior Members are not voting members.**

- B. Active Membership (18 years of age and older). Active members are expected to participate in a minimum of two (2) or more work areas during the season, excluding ushering. Active members will receive all mailings and be entitled to attend all general membership events. Active members in good standing are voting members.**

- C. Sustaining Membership. Participation is voluntary. Sustaining members will receive all mailings and be entitled to attend all general membership events. Sustaining members in good standing are voting members.**

- D. Life Membership (Granted by majority approval of the board). Participation is voluntary and payment of dues is not mandatory. Life members will receive all mailings and be entitled to attend all general membership events. Life members are voting members.**

Section 2.

Membership dues will be reviewed, and may be revised, annually by the Board and are published as part of the annual dues notices.

- A. Annual dues for renewing members must be paid by August 15.**

- B. Under special circumstances for individual members, payment of dues may be waived by unanimous consent of the Board.**

Section 3: Equal Opportunity Organization

Avon Players provides equal opportunity to the community to participate in all programs without regard to race, religion, color, national origin, age, sex, sexual orientation or handicap.

ARTICLE V

OFFICERS AND EXECUTIVE BOARD

Section 1.

Avon Players will have an Executive Board consisting of eight (8) vice presidents and a president. The vice presidents shall be as follows: Vice President—At Large; Vice President—Finance and Legal; Vice President Facility; Vice President—Communications; Vice President—Productions; Vice President—Membership; Vice President – Sales and Fundraising; Vice President – Community Relations.

Section 2.

Each member of the Board shall be entitled to one (1) vote; the President may only vote to break a tie or create a tie. A vice president may designate a proxy to act in his or her absence and the proxy must be present to vote. The President, each vice president, and each voting proxy must be an active, sustaining or life member of Avon Players.

Section 3.

The President and vice presidents shall be elected at the Board elections. The President shall be elected annually for a term of one (1) year. Four (4) vice presidents shall be elected annually for a term of two (2) years. Those elected shall take office at the beginning of the fiscal year.

Section 4.

The vice presidents of Membership, Facility, Finance and Legal, and Community Relations shall be elected in odd-numbered years. The vice presidents of Communication, Productions, Sales and Fundraising, as well as the At Large vice president, shall be elected in even-numbered years.

Section 5.

In the event a vice president's position on the Board is vacated prior to the expiration of his or her term, the office shall be filled for the balance of the fiscal year by appointment of the President and approval of a majority of the Board. If the vacancy occurs prior to the beginning of the second year of the Vice President's term of office a Vice President shall be elected at the next regular election by the voting membership for a term of one year to complete the term vacated.

Section 6

In the event the President's position on the Board is vacated prior to the expiration of his or her term, the office shall be filled for the balance of the term by the Vice President at Large. The vacated Vice President position shall be filled in accordance with section 5 of this article.

Section 7

No person may hold more than one position on the board.

Section 8:

The Executive Board reserves the right to review the conduct of each board member. If that board member is not a member in good standing, and has failed to correct this status after given ample opportunity not to exceed 30 days, the Executive Board may take a vote as to whether or not that same member may be removed from office, by at least a 2/3 vote of all remaining sitting Board members.

ARTICLE VI

DUTIES OF OFFICERS

Section 1: President

The President shall preside at Board meetings, the Election, the Annual Meeting, and special meetings, and shall discharge the duties usual and pertinent to the office. The President shall be an ex-officio member of any standing or special committee. The President shall be responsible for the annual report that will be presented to the members at the Annual Meeting.

Section 2: Vice President--At Large

The Vice President--At Large shall serve as assistant to the President and shall preside in the absence of the President. The Vice President--At Large shall not be the automatic successor to the President except in the event the office of President is vacated (See Article V Section 6). The Vice President--At Large shall be head of an operational department concerned with the following functions:

- Youth Theater (includes workshops for children)
- Playbill (advertising, design, layout, biographies)
- Miscellaneous (outgoing President recognition)

Section 3: Vice President--Finance and Legal

Vice President--Finance and Legal shall be the head of an operational department concerned with the following:

- Budgets, bookkeeping, insurance, taxes, legal, and keeping of funds (checking, savings, investments, building improvement funds)
- Financial processes and procedures
- Mail pick-up and distribution

Section 4: Vice President—Productions

Vice President—Productions shall be the head of an operational department of allied functions concerned with the presentation of plays and other presentations, and shall be responsible for the following:

- Script committee, set design, lighting, sound, properties, staging, costumes, make-up, scripts, royalties, and production staff (directors, producers, stage manager, photographer, video technician, etc.)
- Scheduling of productions and auditions.

• Section 5: Vice President — Facility

Vice President — Facility shall be the head of an operational department of allied functions concerned with the playhouse, grounds and general facilities, and shall be responsible for the following:

- House, storage, security, improvements and long-range plans, maintenance and repairs, rentals (other than production materials), ordering supplies
- Scheduling playhouse activities

Section 6: Vice President—Communications

Vice President—Communications shall be the head of an operational department of allied functions concerned with and responsible for the following:

- Publicity (print and other media), *Palaver*, mailings (flyers and bulk), telephone fan-out, corresponding/recording secretary, calendar keeper, flyer design, web page design/layout/support

Section 7: Vice President—Membership

Vice President—Membership shall be head of an operational department of allied functions concerned with and responsible for the following:

- New members (associated responsibilities including billing receivables, junior, active and sustaining memberships, collection from cast members), recruitment and retention, special contributors, directory (advertising/printing), special events, potluck programs and hosts
- Scheduling House Managers and Ushers for all productions.

Section 8: Vice President – Sales and Fundraising

Vice President—Sales and Fundraising shall be head of an operational department of allied functions concerned with and responsible for the following:

- Tickets (including box office administration), season tickets, patron liaison, database management and group sales
- Fundraising, grants, and facility rentals.
- Corporate Sponsors

Section 9: Vice President – Community Relations

Vice President—Community Relations shall be head of an operational department of allied functions concerned with and responsible for the following:

- Community Events Participation,
- Rochester Regional Chamber of Commerce Liaison
- Community Theatre Association of Michigan Liaison
- Community Liaison
- School Liaison
- Historian / Archives

Section 10: Past President

The immediate past President may assist the Board through counsel based on experience and knowledge. The past President may act as parliamentarian during Board meetings and may be requested to serve in other capacities, but shall not have a vote on the Board.

Section 11: Legal Officers

The President and Vice President-Finance and Legal shall serve as the corporate secretary and treasurer, respectively, in all matters concerning the legal and financial obligations of the Corporation.

ARTICLE VII

NOMINATIONS AND ELECTION PROCEDURES

Section 1: Nominating Committee

A five (5)-member Nominating Committee composed of two (2) sitting vice presidents and three (3) active members, elected at large at the Board elections, shall serve for the following one-year term. The two (2) vice presidents shall be appointed by the President, with a majority approval of the Board, from among the four (4) vice presidents beginning the first year of two-year terms of office. The President will also appoint one (1) of the two (2) vice presidents as chairman of the committee. The three (3) elected members of the Nominating Committee will be elected by ballot from the current roster of voting members according to the annual election procedures. In the event a "voting member" position on the Nominating Committee is vacated prior to the expiration of his or her term, the office shall be filled for the balance of the term by the appointment of a voting member by the President and approval of a majority of the Board.

Section 2: Nominating Committee Responsibilities

The Nominating Committee is responsible for identifying a minimum of one (1) nominee for each open Board position, including President, and the following year's Nominating Committee.

Section 3. Nomination Processes

No person shall be nominated for office unless he or she is a voting member. At least (30) days prior to the May Special Meeting, the Nominating Committee shall

notify the membership of the slate of candidates and the date upon which acceptance of further nominations will be closed. Further nominations may be made by any member eligible to vote by filing with the Nominating Committee nominating petitions, indicating the name of any eligible member, the position to which nominated, acceptance of the nomination by the nominee, bearing signatures of (3) three members eligible to vote. The Nominating Committee shall receive such petitions at least twenty-one (21) days prior to the Board Elections. The Nominating Committee shall certify whether such petitions meet the requirements. The Nominating Committee will notify each such candidate if the petition was or was not certified, and if not, the reasons therefore. Nominations from the floor shall not be accepted at the Board Elections.

All notification to the voting membership regarding the elections must state date, time, and duration of the election and include pertinent instructions.

Section 4: Voting

All votes shall be by written ballot or by acclamation if the slate is uncontested. Each voting member of Avon Players shall be entitled to vote at the Board Elections. Absentee ballot votes are acceptable. Absentee Ballot requests must be in possession of the Chairman of the Nominating Committee no later than twenty-one (21) days prior to the election. Numbered Absentee ballots must be sent to the requesting members and postmarked no later than eighteen (18) days prior to the election. Absentee Ballots must be in the possession of the chairman of the Nominating Committee prior to the Board Elections.

Section 5: Majority

A majority of votes cast shall prevail for the election of officers. The votes shall be counted and reported on by a minimum of three (3) members of the Nominating Committee.

ARTICLE VIII

MEETINGS

Section 1: Meeting Notification

Voting members shall be notified of each annual meeting or any special meeting by U.S Mail. Such notice shall be postmarked at least ten (10) days prior to any such meeting. Proposed amendments or changes to Avon Players' bylaws shall be presented to the voting members in writing. Notice of the meeting to vote on the changes should be sent, along with those proposed changes, by the U.S. Postal Service and be postmarked ten (10) days prior to the meeting. Attendance by 25 percent of voting members shall constitute a quorum.

Section 2: Special Meetings

The President or Vice President-At Large may only call special meetings. Attendance by 25 percent of voting members shall constitute a quorum.

Section 3: Board Meetings

The Board shall hold open meetings at a time determined by the Board. The number of board members necessary to constitute a quorum shall be one (1) more than half the number of board members or their alternates.

Section 4: Board Meeting Attendance

Board Members are expected to attend all Board meetings. The performance of a Board Member who has been physically absent for two (2) consecutive or a total of three (3) Board meetings in a fiscal year shall be reviewed by the Board.

Section 5: Removal of Board Members

Should the Board, after careful consideration, find that a Board member's performance is affected by those absences, it may remove that Board member from office by at least a 2/3rds majority vote of the remaining sitting Board members.

ARTICLE IX

POWER TO MORTGAGE

Section 1.

The Board shall have general authority in its discretion to mortgage the property of the Corporation or any part thereof for such sums and terms as it shall determine. The Board shall have the further power to issue bonds or other obligations of the Corporation not secured by mortgage. The Board may determine it necessary or advisable to contract for all construction, improvements, equipment and maintenance on or in connection with the property, except as limited by Section 2 of this article.

Section 2.

In the event that any such mortgage and/or bonds are issued and outstanding, the Board shall not have the power to authorize any improvement of the property exceeding \$500 unless and until all sums needed to maintain such mortgage and/or bonds in good standing for the current year are paid or are available for payment.

ARTICLE X

AMENDMENTS

The bylaws may be amended or revised by a two-thirds (2/3) vote of the voting members present at an Annual Meeting or at a special meeting called by the President or Vice President at Large. Attendance by 25 percent of voting members shall constitute a quorum.

ARTICLE XI

DISSOLUTION

Section 1.

In the event of dissolution of the Corporation, all of its remaining assets, after payment of expenses and liabilities, shall be distributed among such organizations selected by the Board that are qualified as tax-exempt under Section 501© (3) of the Internal Revenue Code of 1986, as amended, or any applicable counterpart in force at the time of dissolution, as being organized and operated exclusively for educational, eleemosynary or philanthropic funds or institutions.

Section 2.

The decision of whether to dissolve Avon Players shall be made by the voting members of the Corporation at an Annual Meeting or at a special meeting duly called for that purpose. In order to dissolve the organization by such a vote, a quorum of the Board must be present and two-thirds (2/3) of the voting members present must vote to dissolve the organization.

ARTICLE XII

POLICIES AND PROCEDURES

Section1.

Policies and procedures shall be established by each annual Board and forwarded in written form to the succeeding Board. The policies and procedures shall include all policies of operation established by the current Board and approved as carry-over policies from previous Board operations. These general operational policies and procedures will encompass all financial obligations and general duties of Board officers and members not herein defined in these bylaws.

**AVON PLAYERS Policies and Procedures
2006-2007**

I. MEMBERSHIP

Section 1.0 New Members

Application for membership in the organization shall be made in writing on approved forms.

Section 2.0 Membership Classification and Dues

2.1.1 Junior Membership (17 and under)

Dues of \$35.00 includes all mailings, no season ticket.

2.1.2 Active Membership

Dues of \$55.00 includes all mailings and the option of one (1) OPENING NIGHT ticket or one (1) ticket for any other show night at half off the normal ticket price for each slated show. Required to participate in two (2) production or non-production work areas.

2.1.3 Sustaining Membership – Option A

Dues of \$75.00 includes all mailings and one (1) OPENING NIGHT ticket for each show.

2.1.4 Sustaining Membership – Option B

Dues of \$90.00 includes all mailings and one (1) SEASON ticket good for ANY performance of each slated show.

2.1.5 Dues are payable by August 1. Members joining prior to August 1 of each fiscal year will receive a \$5.00 discount.

II. TICKETS

Section 1.0 General Admission

1.1 The price of all general admission tickets shall be \$16.00 for musicals and \$14.00 for non-musicals. Students, with ID's, and seniors, 62 and over will be offered tickets at a \$2.00 reduction for Thursday and Sunday performances.

1.2 The price of group sale tickets shall be offered at a \$2.00 reduction for groups of 20 or more. Fundraising groups interested in buying out the house must guarantee a minimum of 150 seats with a signed contractual agreement.

Section 2.0 Complimentary Tickets

2.1 Complimentary tickets, including media (press, TV, etc.) may be authorized by the individual show producer with a limit of six (6) per show. Additional complimentary tickets will be provided with the approval of the Vice President of Finance and Legal.

2.2 Other complimentary tickets may be made available at the discretion of any member of the Executive Board of Avon Players (the Board) for prizes and other events.



AVON PLAYERS Policies and Procedures
2006-2007

Section 3.0 Season Tickets

- 3.1 Season tickets are offered at \$65.00; Sunday season tickets are offered at \$55.00. Sunday season tickets exchanged for Friday/Saturday tickets will cost an additional \$2 per ticket.
- 3.2 There shall be a limit of 1,100 season tickets sold for a single season.

III. MISCELLANEOUS

Section 1.0 Budget

- 1.1 The annual budget will be established for the season only after a review of the previous season's revenues and expenses from "operations" only. Potential sponsorships or donations will not be used to determine the budget. The Board shall not approve an annual budget that forecasts a deficit from "operations." The budget shall be approved by a majority vote of The Board.
- 1.2 No regular production or special project shall incur expenses in excess of its approved budget without prior approval of the Board at a regularly scheduled meeting.

Section 2.0 Payment for Services

- 2.1 The final decision on any and all matters regarding "Payment for Services" shall rest wholly with the Board and shall require a majority vote.
- 2.2 Before any consideration is given to allow "Payment for Services," the concerned member shall submit a formal request in writing to the Board.
- 2.3 Any "Payment for Services" shall be considered only if a qualified volunteer member of Avon Players is not available.

Section 3.0 Play Selection and Auditions

- 3.1 The Board shall decide how play selection is handled. The procedure shall be under the discretion of the Vice President of Production.
- 3.2 The Season slate shall be presented to the Board no later than the September board meeting.
- 3.3 The Board shall approve the selection of plays no later than the October board meeting.
- 3.4 The Board shall approve the selection of directors and producers. All directors, producers and stage managers shall be expected to join Avon Players as a regular member for the season they are to participate in at least 60 days prior to the auditions, with the exception of the opening show, which must be paid prior to auditions.
- 3.5 The new calendar of productions shall be set no later than the November board meeting for the following season.
- 3.6 Auditions for all shows shall be "Open Auditions." If a nonmember auditions and is chosen for a part, that person shall be expected to join Avon Players. All such dues are to be collected by the Membership Administrator or Vice President of Membership at the time of the first read-through for that



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production. Noncompliance with this requirement may be cause to re-cast the role.

Section 4.0

Playhouse

- 4.1 At each performance, only designated cast and crewmembers may have access to the stage, sound and lighting booths, and the downstairs area of the building. The public is otherwise restricted to regularly numbered seats, public facilities and lobby areas. In this instance, "the public" also refers to members of Avon Players who are not involved with the specific production.
- 4.2 At each performance, the stage manager is solely responsible for settling any and all problems that arise. He/she is to meet with persons involved in the situation and once a decision is made, it is final.
- 4.3 The Vice President of Facility shall issue all keys for access to the playhouse and shall be fully accountable for all keys. The Vice President of Facility—shall issue keys, as needed to paid members of the production staff. Production staff keys shall be returned immediately following a production. The Vice President of Facility has full discretion as to who shall receive keys.
 - 4.3.1 Box Office Access shall be restricted to the Box Office Staff, the Board, and Stage Managers of the current production.
- 4.4 For all use of the playhouse, other than potluck meetings and like events, consumption of food or refreshments shall be restricted to the lobby and lower level.
- 4.5 All use of the playhouse should be scheduled through the Vice President of Facility. Approved schedules for all activities should be adhered to unless the Vice President of Facility has made a prior agreement for change. This rule includes, but is not limited to, auditions, workshops, meetings, work sessions, set building, and rehearsals.
- 4.6 No cast parties will be permitted on Avon Players property unless prior approval of the Board is obtained during a regularly scheduled meeting.
- 4.7 Smoking is prohibited in the playhouse.

Section 5.0

Costumes

- 5.1 Prior to renting out any costumes, approval shall be obtained from the Vice President of Productions or the costume chairperson. Rental fees, duration, and deposits will be determined on a case-by-case basis by the costume chairperson.

Section 6.0

Member Memorials

- 6.1 In the event of the death of a member or member's immediate family, Avon Players will arrange appropriate condolences. A memorial donation is to be arranged at the discretion of the Vice President of Communications, and is not to exceed \$50.00.

Section 7.0

Contribution to Outside Groups and Individuals

- 7.1 Financial contributions to outside groups and individuals shall be limited to complimentary tickets to selected performances of Avon Players productions



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unless an exception is agreed to by a majority vote of the Board on an individual request basis.

Section 8.0

Use of Avon Players Funds

- 8.1 Personal or non-Avon Players related use of Avon Players accounts or credit cards is strictly prohibited. Account privileges for offenders will be revoked or accounts will be closed.
- 8.2 The Board shall appropriate receipts from sponsorships or donations that are made during the season only after discussion at a regularly scheduled (or special) board meeting. Any proposals for appropriation of these funds shall be submitted in writing to the Board.
- 8.3 Cash advances are available for any active member of Avon Players working on any approved Avon Players Production or Special Event/Project when the following guidelines are met:
 - 8.3.1. The recipient must be an active member of Avon Players.
 - 8.3.2 The recipient must not have any other cash advances outstanding or any other monies owed to Avon Players.
 - 8.3.3 Cash Advances are available no earlier than four (4) months prior to the opening of a production or the date of the event/project for which the money is to be used.
 - 8.3.4 Cash advances must be reconciled no later than two (2) weeks following the closing of a production or the date of the event/project for which the money was to be used. The VP or Producer approving the advance is responsible for following up for settlement if the advance has not been reconciled in the allotted time.
 - 8.3.5 Cash Advances may not exceed \$500.
 - 8.3.6 All advances must be requested in writing to the VP of Finance on an approved Cash Advance Request Form signed by the Producer of the production for which the money is to be used, or by the VP responsible for the event. The VP of Finance will provide written acknowledgement of the reconciliation. The recipient must sign the document to acknowledge receipt of that receipt.
 - 8.3.7 Cash Advances may be denied by a majority vote of the Executive Board of Avon Players.

Section 9.0

Playbill Advertising

- 9.1 Playbill advertising shall be solicited on a seasonal basis and may be augmented for individual productions as appropriate.
 - 9.1.1 Quarter-page ads shall be placed at a rate of \$125.00 and allowed one (1) complimentary season ticket.
 - 9.1.2 Half-page ads shall be placed at a rate of \$200.00 and allowed two (2) complimentary season tickets.
 - 9.1.3 Full-page ads shall be placed at a rate of \$350.00 and allowed four (4) complimentary season tickets.
 - 9.1.4 Covers (inside) shall be placed at a rate of \$400.00 and allowed four (4) complimentary season tickets.



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- 9.1.5 Outside back cover shall be placed at a rate of \$500.00 and allowed four (4) complimentary season tickets.

Section 10.0 Financial Reporting

- 10.1 The Vice President of Finance shall maintain a set of bookkeeping records sufficient to prepare an accurate financial statement consisting of a balance sheet and a statement of income, on a monthly basis. Supplementary records are also to be maintained to identify and report on the financial results of each production.

Section 11.0 Tax Report

- 11.1 The Vice President of Finance shall fill out the Internal Revenue Form 990 prior to the due date of the 15th day of the fifth month (normally the 15th of November) following the close of the fiscal year.
- 11.2 The State of Michigan Annual Report must be mailed by the first of October of each year.
- 11.3 The Vice President of Finance will present a copy of the IRS Form 990 to the Board upon its completion.
- 11.4 The Vice President of Finance shall secure such bonds as may be required; bonds shall be paid for out of the treasury of the corporation.

NOTE: For sales tax exemption, a copy of the Michigan Department of Treasury sales tax exemption letter must be presented to the vendor at the time of purchase. Bulk mail permit number is 110. Mailing address: P.O. Box 80332, Rochester, Michigan 48308-0332. Playhouse address: 1185 Washington Road, Rochester Hills, Michigan 48306-4560 (corner of Tienken and Washington roads).

IV. ADOPTION AND AMENDMENT OF POLICIES AND PROCEDURES

These policies and procedures have been approved by the current Board and are subject to approval or revision by the incoming Board.

V. MEETINGS

The Avon Players board meeting shall be held on the third Monday of each month, unless otherwise changed by a majority vote of the Board. The meetings will begin at 7:30 pm. and will take place at Avon Players. Meeting dates, times, and location are subject to change based on board availability.

NOTE: "Robert's Rules of Order" shall be the guide for all questions of parliamentary procedure.