

BY-LAWS  
TAWAS BAY PLAYERS, INC.

**ARTICLE I**  
CORPORATE NAME AND JURISDICTION

**Section 1.** The name of the corporation is Tawas Bay Players, Inc.

**Section 2.** This organization shall be incorporated in accordance with and under the provisions of the Michigan General Corporation Act, as amended, as a non-profit, not-stock corporation.

**ARTICLE II**  
CORPORATE PURPOSE

**Section 1.** The purpose of the Tawas Bay Players is to promote and encourage theatre in our community by providing quality educational and/or entertaining productions, utilizing talents within the local area. The Tawas Bay Players will provide educational experience in play productions encompassing the following: directing, acting, make-up, stage design, lighting, scenery, costumes, as well as all aspects in promotion and public relations, in any and all other activities as it regards the establishment of such a theatre group.

**ARTICLE III**  
MEMBERSHIP

**Section 1.** Active members shall pay an annual membership fee as determined by the Board of Directors.

**Section 2.** The Tawas Bay Players is comprised of four types of members:

- A. Non-Active
- B. Active
- C. Patron
- D. Angel

The qualifications for each category are to be determined by the Board of Directors.

**Section 3.** Termination of Membership. The membership of each Tawas Bay Player shall terminate annually at the end of the annual meeting.

**Section 4.** Voting Rights.

**4a.** Voting shall be restricted to active members at the annual meeting or any special meetings called by the Board of Directors. To be eligible to vote, you must be an active member 45 days prior to the meeting.

**4b.** Quorums. One-third of the active members of this Corporation present at any meeting shall constitute a quorum. The voting members are eligible to attend the annual meeting and shall be entitled to cast one vote, in person, at any election. A simple majority (one more than half of the eligible voters present) is required for passing any legislation or the election of officers.

**Section 5.** The number of members of this Corporation shall be unlimited.

**Section 6.** The annual meeting of the members of this Corporation shall be held during the month of August of each year, time and place to be determined by the Board of Directors.

**Section 7.** Notices of meetings shall be mailed (or e-mailed) to the last known address of each membership household prior to the meeting.

**Section 8.** Special Meetings

- A. Special meetings of the membership of this corporation may be called at any time by a majority of the Board of Directors. In the notice of the special meeting must be a location, time and purpose of the meeting.
- B. Special meetings of the membership of this corporation may also be called at a time and place set by one-third of those members who are entitled to vote on the day that said meeting is called. In the notice of the special meeting must be a location, time and purpose of the meeting. The members calling the meeting shall be responsible for special expenses including mailing costs. The Secretary shall make the membership roll available to any member for that purpose.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1.** Number of Directors. The governing body of this Corporation shall be a Board of Directors, consisting on nine (9) members of the Corporation, which shall include the offices of President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The Board may appoint a special non-voting member for

special purposes that they deem necessary. A change in the number of the Board of Directors is to be determined by the membership.

**Section 2.** Terms of Office. Each Director will serve a three year term, with one-third of the Board seats expiring annually.

**Section 3.** Vacancies. Vacancies shall be as a result of death, resignation, and/or incapacity. The Board of Directors must, within thirty (30) days, fill the vacancy until the next annual meeting. The remainder of the vacancy will be filled by a vote of the membership at that time.

**Section 4.** A majority of the Board members shall constitute a quorum. The Board of Directors shall each have one vote and can vote by phone (or e-mail) when necessary with ratification of the vote at the next Board meeting.

**Section 5.** The Board of Directors shall meet a minimum of six (6) times a year. Additional meetings may be called at the discretion of the President or by one-third of the Directors.

**Section 6.** Any member of the Board of Directors missing three (3) consecutive regularly scheduled Board meetings may be removed by the Board of Directors.

**Section 7.** The Board may take action by any informal means that the situation deems, providing it is ratified at the next Board meeting.

## **ARTICLE V**

### **POWER OF THE BOARD OF DIRECTORS**

**Section 1.** The Board of directors shall have the power to manage all of the affairs of the Corporation pertaining to the care, conduct, supervision, and management of the Corporation and its finances.

**Section 2.** Without limit to amount, the Board of Directors may purchase, sell, or dispose of real or personal property owned by the said Corporation.

**Section 3.** The Board of Directors shall elect all corporate officers. There shall be an Executive Committee consisting of the officers: President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer as well as all Chairpersons of all committees. All business transacted by the executed committee shall be reported to the Board of directors at its next meeting for approval and ratification. Action by all committee members shall be subject to the ratification by the Board of Directors.

**Section 4.** All officers' terms of office as well as those of committee chairpersons shall begin with their election to office and end with the next year's election unless terminated by death, incapacity or by written notice to the Board of Directors. All vacancies in any office shall be timely filled by the Board of Directors.

**Section 5.** It shall be the duty of the Board of Directors to enforce all laws and regulations of the Corporation.

## **ARTICLE VI OFFICERS**

**Section 1.** The Officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer.

**Section 2.** The President shall preside at all meetings of the Board of Directors and Executive Committee Meetings, and enforce all laws and regulations of the Corporation. The President shall perform such other duties as shall be imposed by resolution of the Board of Directors. The President shall have the power to vote at all meetings, including those of the Executive Committee.

**Section 3.** The Vice-President shall perform the duties of the President in the President's absence. In the event of the death of or disability of the President, he/she shall assume his/her duties until the Board of Directors fill the vacancies.

**Section 4.** The Recording Secretary shall keep the minutes and other official reports of the Corporation. The Recording Secretary shall also perform other such duties as may be assigned by the Board of Directors.

**Section 5.** The Treasurer shall keep account of all monies received and deposit the same in the name of the Corporation in such depository as shall be designated by the Board of Directors. The Treasurer's own personal funds shall be held separately from and shall not be held accountable for money or funds of the Corporation paid out or disbursed upon checks or vouchers therefore which have been properly signed. At each regular meeting of the Board of directors, the Treasurer shall make a statement of the financial condition of the Corporation and at the annual meeting of the corporation, shall submit a detailed report of the financial condition of the Corporation for the preceding fiscal year.

**Section 6.** The Corresponding Secretary shall conduct the official correspondence of the Corporation. The Corresponding Secretary shall also perform other such duties as may be assigned by the Board of Directors.

## **ARTICLE VII COMMITTEES**

**Section 1.** Various committees shall be established at the discretion of the Board of Directors in the amount and number thereof as may be within the discretion of said Board of Directors.

## **ARTICLE VIII SPECIAL FUNDS**

There may be started, and maintained, funds for special purposes as deemed appropriate by the Board of Directors.

## **ARTICLE IX FINANCES**

**Section 1.** All disbursements, except petty cash, shall be made by check which shall be signed by the President or the Treasurer.

**Section 2.** The fiscal year of this Corporation shall be from August 1 to July 31.

**Section 3.** There shall be a general accounting statement, presented to the board at the end of the fiscal year and when deemed necessary by the Board of Directors. This statement will include income, expenditures and total net worth for the year. This must be approved by the Board of Directors.

**Section 4.** The Tawas Bay Players may enter into a contract with any member as long as the following conditions are met:

- A. Board members must disclose any financial interest in any contract.
- B. If a Board member discloses an interest, they may not be considered as part of the quorum.

- C. Failure to disclose interest may invalidate the contract and possible removal from the Board.

**Section 5.** This Corporation is not organized for pecuniary gain or profit and shall not have any power to issue certificates of stock or declare dividends, and no part of the net earnings shall inure to the benefit of any member, Board member or individual. The balance, if any, of all the monies received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation to whatever kind or nature, shall be used and distributed exclusively for the purpose or purposes for which this Corporation is organized.

**Section 6.** In the event of the dissolution of the Corporation, all the business, property and assets of the Corporation shall be distributed to such non-profit, charitable corporation as may be selected by the Board of Directors. In no way shall any of the assets or property of this Corporation be distributed, to members, Board members or Officers of the Corporation.

**Section 7.** Said Corporation, whenever its general interest requires the same, may borrow the money and issue its promissory note or bond for the payment thereof with interest, and may in a like case mortgage its property as security for its debts and/or other lawful engagements. Such authority to borrow or mortgage any indebtedness and/or corporate asset shall pass by majority vote of the Board of Directors and likewise by a majority of the membership.

**Section 8.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or a corresponding provision of any future United States Internal Revenue Law) or (b) by the corporation contributing to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law.)

**Section 9.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation, or to such an organization or organizations organized and operative exclusively for charitable educational, religious or scientific purposes under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or a corresponding provision of any future United States Internal revenue Law), as the Board of Directors shall determine.

**ARTICLE X**  
GENERAL AND MISCELLANEOUS PROVISIONS

**Section 1.** Upon the request by a member, this Corporation shall provide for the inspection by that member of whatever financial statement and/or records contained in the Corporate Record Book as the Corporation may be reasonably able to provide. In the particular request referred to herein, a written reason shall be given. Said request with the reason shall be given to the Secretary or Treasurer or the holder of the Corporate Record Book at least ten (10) days previous to the date of demand of said request.

**Section 2.** The members of the Board of Directors, by the voting procedures as provided herein, may alter, amend, repeal, or make additions to these By-Laws.

**Section 3.** There may be voting by proxy for Board Members.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR NAMES AND  
SEALS THIS DAY, TUESDAY, SEPTEMBER 26, 2006

  
\_\_\_\_\_  
PRESIDENT

  
\_\_\_\_\_  
VICE-PRESIDENT

  
\_\_\_\_\_  
RECORDING SECRETARY

  
\_\_\_\_\_  
TREASURER

  
\_\_\_\_\_  
CORRESPONDING SECRETARY

  
\_\_\_\_\_  
BOARD MEMBER

  
\_\_\_\_\_  
BOARD MEMBER

  
\_\_\_\_\_  
BOARD MEMBER

  
\_\_\_\_\_  
BOARD MEMBER