

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. The Tawas Bay Players shall be comprised of members who shall pay an annual membership fee as determined by the Board of Directors. All membership fees are due and payable at the Annual Meeting each year and membership will expire at the end of the Annual Meeting the following year. There will be no pro-ration of dues.

Section 2. Voting

2a. Voting shall be restricted to paid adult members at the annual meeting or any special meetings called by the Board of Directors. To be eligible to vote, you must be a paid member 45 days prior to the meeting.

2b. Quorums. Twenty percent (20%) of the active paid adult members of this Corporation must be present at any membership meeting to constitute a quorum.

2c. Voting Process. 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.

Section 3. The number of members of this Corporation shall be unlimited.

Section 4. 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 5. Notices of meetings shall be mailed (or e-mailed) to the last known address of each membership household prior to the meeting.

Section 6. 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 of nine (9) members of the Corporation, which shall include the offices of President, Vice-President, Secretary and Treasurer. The Board may appoint a special non-voting member they may deem necessary. A change in the number of the Board of Directors is to be determined by the membership.

Section 2. Eligibility for Office. A newly elected Board member must serve one year on the Board before being eligible to hold an office of the Corporation. This does not apply to Board members who are re-elected to consecutive terms but may apply to any previous serving Board members who leave or resign from the Board and then run and are re-elected to a new term.

Section 3. Terms of Office. Each Director will serve a three-year term, with one-third of the Board seats expiring annually.

Section 4. 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 5. A majority of the Board members shall constitute a quorum. The Board of Directors shall each have one vote and can vote by phone, text or e-mail when necessary with ratification of the vote at the next Board meeting.

Section 6. 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. Board members may attend any and all meetings of the Board of Directors in person, remotely or virtually.

Section 7. Any member of the Board of Directors missing three (3) consecutive regularly scheduled Board meetings may be removed by the Board of Directors.

Section 8. 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, Secretary, and Treasurer. All business transacted by the executive committee shall be reported to the Board of directors at its next meeting for approval and ratification.

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, incapacitation, written notice to the Board of Directors, or removal from the board pursuant to Article IV, section 6 or Article IX, section 4c). 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 by-laws and policies of the Corporation.

ARTICLE VI

OFFICERS

Section 1. The Executive 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 by-laws and policies 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 Secretary shall keep the minutes and other official reports of the Corporation. The Secretary shall also conduct the official correspondence of the Corporation and 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.

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 determined by the Board of Directors.

1a. The Board of Directors shall have oversight and final approval over all committee actions and recommendations.

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 Treasurer or any member of the Executive Committee.

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 contracts with members and outside parties 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 and must abstain from the vote.
- C. Any Board member failing to disclose interest may invalidate the contract and lead to that member's 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 © (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 shall be no proxy voting for members or Board members of the Corporation.

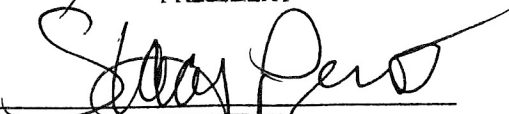
IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR NAMES AND SEALS THIS DAY,
TUESDAY, SEPTEMBER 24, 2024:




PRESIDENT



VICE PRESIDENT



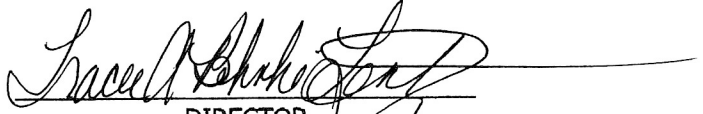
SECRETARY



TREASURER



DIRECTOR



DIRECTOR



DIRECTOR



DIRECTOR



DIRECTOR