



BY-LAWS OF THE WINCHESTER PLAYERS

Approved by Winchester Players' Membership on June 20, 2012

ARTICLE 1 NAME - The official name shall be the Winchester Players.

ARTICLE II MISSION - To provide members of the Winchester community and its environs the opportunity to explore and expand their creative talents, to develop and foster a love and appreciation for theater, and to enrich lives through the theatrical experience.

ARTICLE III MEMBERSHIP

1. Membership is open to all who pay annual dues, which commence September 1. The amount of the dues is reviewed by the Board of Directors, and approved by the Membership, annually. All paid members are eligible to vote at general meetings.
2. All actors who participate in a production must pay the annual dues for that season.
3. Privileges of Membership may change at the discretion of the Board of Directors.

ARTICLE IV MEETINGS

1. The Annual meeting shall take place in the Spring, after the final production of the season. Election of Officers shall take place at this meeting.
2. The time and place of an Annual/General Meeting shall be determined by the Board of Directors.
3. Warrant of the Annual/General Meeting shall be mailed or emailed to the address on record with the membership coordinator with the agenda to all members at least seven days prior to said meeting.
4. Ten eligible voting Members shall constitute a Quorum.
5. Decisions are made by a majority vote of the quorum present.
6. Robert's rules of Order shall be the reference used to clarify and resolve procedural questions.

ARTICLE V OFFICERS - The Officers shall be the President, Vice President, Recording Secretary, Treasurer and Membership Coordinator, each of whom shall be elected for a two year term.

Officers may serve no more than two consecutive terms, unless there is no qualified alternative or an exception is made by a vote of the members. Exceptions may be granted by a 2/3 majority of those voting members present.

Duties of the Officers shall be written in a separate document, titled " Duties of Officers of the Winchester Players". Duties and responsibilities of each office may be modified at the discretion of the Board. Each officer shall review and suggest revision of their respective and listed duties before completing their term of office.

ARTICLE VI BOARD OF DIRECTORS

1. The Board of Directors shall include the Officers and four members-at-Large, who shall serve a term of two years. Two members are elected in the odd-numbered years, and two on the even-numbered years, so that the terms overlap.
2. The President shall be the Chair, and shall serve in accordance with the duties of the position as stipulated in the "Duties of Officers of the Winchester Players".
3. Meetings of the Board shall be held at least three times a year, and may be called by the President or by two other members of the Board.
4. The Board may appoint members to fill vacancies in its membership. Such appointments shall continue until expiration of the term for which they were selected.
5. A majority of Board members must be present to constitute a quorum where official business may be conducted.
6. The Board shall have charge of all property belonging to the Association and shall have supervision of all committees empowered to contract obligation on behalf of the Association. Such committees must obtain permission from the Board before incurring any expense or liability on account of any Association activity.
7. Members may be elected to Emeritus/Emerita status by a majority vote of membership. *Emeritus and Emerita Designates: The Honorary title of Emeritus (male) or Emerita (female) may be established for departing Board members whose service to The Winchester Players exemplifies leadership, dedication and excellence in the pursuit of Community Theater. The*

title confers no voting power or presence at Board meetings. Nominees shall be nominated by The Board of Directors or the membership. Nominees shall be voted on by the membership at the Annual Meeting and be included on all literature that contains the names of the Board of Directors.

8. The immediate past-president may serve ex-officio on the board of directors with no voting power for one year.

ARTICLE VII COMMITTEES OF THE BOARD

NOMINATING COMMITTEE: The Nominating Committee shall consist of five voting members. Three shall be elected by the membership and two shall be appointed by the President. This Committee shall submit a list of candidates for Officers, Board members and Nominating committee, to be elected at the annual meeting. The report of the committee shall be included in the warrant for the Annual meeting. At the Annual meeting, additional nominations may be made from the floor, provided each candidate is a paid member and has agreed to serve if elected. *If all positions have not been filled by election at the annual meeting, the Board may appoint a candidate(s) to fill the open slot(s) for the duration of that season.*

PLAYREADING COMMITTEE: The Play-reading committee shall be selected and convened by the Vice President. The committee shall consist of six members who represent different facets of production (actors, set-building, set-design, production, directors, props, etc.) No more than two of the additional five members may be a sitting member of the Board. The committee shall become active after the Annual Meeting. and shall present a list of 5 plays to be considered to the Board by the November board meeting. Each Board Member will have the opportunity to read all the offerings.. The Board will have two months to read the plays submitted and make the final selection of plays for the following season during the January board meeting.

AD HOC COMMITTEES: Special committees may be formed at any time, by the Board, to perform a specific function. They shall advise the Board of their findings and recommendations. *The Board shall determine, by vote, how to proceed.*

The President may serve ex-officio on all committees except the Nominating Committee.

ARTICLE VIII **AUDITOR**

The Board shall appoint an Auditor annually, who is not a current member of the Board.

ARTICLE IX **AMMENDMENTS**

These by-laws may be amended by a 2/3 vote of the voting members present at a regular or special meeting where a quorum is present. Copies of the proposed amendments must be distributed with the Warrant of the meeting.

