

**OFFICIAL BYLAWS OF PUMPHOUSE PLAYERS, INC.**

(MAY 20, 2019)

**ARTICLE I. NAME.**

The name of the organization shall be Pumphouse Players, Incorporated (hereinafter referred to as “PHP”).

**ARTICLE II. PURPOSE.**

**SECTION 1. NONPROFIT PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**SECTION 2. MISSION STATEMENT.**

To promote and foster live theatre and the performing arts in and around Bartow County by presenting programs of integrity and professional quality, while affording any willing individual the opportunity to participate in such programs.

**ARTICLE III. MEMBERSHIP.**

**SECTION 1. ELIGIBILITY AND STATUS.**

Application for voting membership shall be open to any and all individuals who wish to join and who are eighteen (18) years of age or older. Membership may be granted after completion and receipt of membership application and dues.

There shall be three (3) categories of membership.

(A) *Annual Member.* An active, voting member whose Annual Dues have been paid for the current fiscal year.

(B) *Lifetime Member.* An active, voting member whose Lifetime Dues have been paid, who has participated in at least one PHP function for two (2) years or more, and who has not opted for Legacy Member status.

(C) *Legacy Member.* An inactive, non-voting member whose Lifetime Dues have been paid. A Lifetime Member may be involuntarily designated by the Board of Directors as a Legacy Member by choosing not to participate in any PHP theatre function for two (2) years or more. A Lifetime Member may voluntarily be designated as a Legacy Member by notifying the Board of Directors in writing. A member who has been designated as a Legacy Member may be reclassified as an active, voting Lifetime Member by notifying the Board of Directors in writing.

SECTION 2. DUES.

There shall be two categories of dues that may be paid: (A) "Annual Dues," paid within each PHP fiscal year; or (B) "Lifetime Dues," one fee paid for the life of that individual. The Board of Directors shall set Annual Dues and Lifetime Dues.

SECTION 3. VOTING RIGHTS.

Each Annual Member and Lifetime Member shall be eligible to participate in any membership vote called by the Board of Directors. Legacy Members shall not be eligible to vote in any vote of the membership, nor shall they be counted when calculating any quorum.

Active, voting members shall have the right to: 1) elect officers; 2) remove officers or members of the Board of Directors; 3) amend the bylaws; and 4) vote on business related to issues presented by the Board of Directors.

SECTION 4. TERMINATION OF MEMBERSHIP.

Voluntary termination of membership occurs when a member is no longer current with his or her dues, or when the member notifies the Board of Directors in writing that he or she wishes to terminate membership.

Involuntary termination or suspension of membership may occur when a member engages in conduct that the Board of Directors deems inappropriate or defamatory to the organization. The Board of Directors must unanimously agree in an official vote to initiate the process of involuntary termination or suspension of membership. The member must be notified in writing in advance of suspension or termination and the reasons therefore, and must be allowed the opportunity to appeal in person or writing to the Board of Directors. No member may be terminated or suspended without a fair and reasonable procedure before the Board of Directors to determine whether the termination or suspension is being carried out in good faith.

**ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

SECTION 1. ANNUAL MEMBER MEETING.

The Annual Member Meeting of PHP Membership shall be held each year. The meeting shall occur on the third Monday of May each year, unless the membership is otherwise notified in writing. This meeting shall review the annual budgets to date and the upcoming season. Every two years it shall hold an election of two Executive Board Officers.

SECTION 2. SPECIAL MEETINGS.

A special meeting may be called at any time by a simple majority of the Board of Directors or by a petition signed by at least two-thirds (2/3) of the active, voting members. Notice of such special meeting should include the time, place, and purpose of the meeting, including a description of the matter or matters for

which the meeting is called. The only matters that may be voted on are those set forth and described in the notice.

### SECTION 3. NOTICE OF MEETINGS.

At minimum, notice of meetings will be sent to the email addresses on file for all active, voting members, not less than ten (10) days prior to the meeting. Notice may also be distributed via social media or in print.

### SECTION 4. QUORUM.

A quorum will consist of no less than twenty-five percent (25%) of all active, voting members for general and special meetings. Inactive, non-voting members shall not be considered when calculating the quorum.

### SECTION 5. VOTING.

A quorum must be present to transact business at any meeting of the PHP. In the event that a quorum is not present, any motion or vote will be deferred to an electronic vote initiated within forty-eight (48) hours of the meeting. Electronic voting will require a quorum of active, voting members to pass the motion.

Any active, voting member who is absent from any meeting of the membership may be represented as present and vote at such meeting by a proxy authorized in writing, including email. Such authorization must specify the matter with respect to which the proxy is granted and the member entitled to vote. The authorization must be dated and filed with the Secretary of PHP, either in person or through direct email communication. No proxy shall be valid after eleven months from the date of its execution, unless otherwise specified in the authorization. Every proxy is revocable by written notice to the Secretary of PHP.

## **ARTICLE V. BOARD OF DIRECTORS.**

### SECTION 1. GENERAL POWERS.

Control of PHP shall be vested solely in the Board of Directors, who shall establish and enforce policies that support the Mission Statement of PHP. The Board shall also serve as producer of all PHP shows.

### SECTION 2. COMPOSITION, TENURE, REQUIREMENTS, AND QUALIFICATIONS.

The Board of Directors shall consist of all four (4) members of the Executive Board and at least three (3) annually appointed Members-at-Large. The Executive Board shall consist of the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The Executive Board officers shall each have a term of office of four (4) years. Officer terms shall be staggered so that one-half of the Executive Board officers will end their terms in a given election year. The President and Secretary shall end their terms in the same year, and the Vice-President and Treasurer will end their terms in the same year.

Members-at-Large shall be appointed by the Executive Board officers on an annual basis.

Members of the Board of Directors must be active, voting members of PHP.

Every member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year. Any Director missing three (3) consecutive Board meetings shall be removed from the Board, unless the Board of Directors approves an exception to this rule.

### SECTION 3. REGULAR MEETINGS.

The Board of Directors shall meet monthly, outside of the Annual Meeting. Board meetings are open to all members, and any member may request to add an item to the agenda at least two (2) days in advance of the meeting.

### SECTION 4. SPECIAL MEETINGS.

Special meetings of the Board of Directors shall be called by or at the request of the President or any two members of the Board of Directors.

### SECTION 5. NOTICE.

Notice of any regular or special meeting of the Board of Directors shall be given to Board members and all active, voting members at least two (2) days in advance of meeting. This notice may be delivered via the website, email, and/or social media.

### SECTION 6. QUORUM.

At least four (4) members of the Board of Directors must be present for a quorum at the Board of Directors meeting. If there are vacancies on the Board of Directors, a quorum will consist of a simple majority of the currently serving Board members.

### SECTION 7. FORFEITURE.

Any member of the Board of Directors who fails to fulfill any of the requirements set forth in this article may automatically forfeit his or her seat at the discretion of the Board of Directors. The Secretary shall notify the Board member in writing that his or her seat has been declared vacant, and the Board of Directors may proceed immediately to fill the vacancy by appointment.

Any Board member may resign such position at any time by written notice to the Board Secretary, including email. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.

SECTION 8. VACANCIES.

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be filled according to specific methods approved by the Board of Directors for the remainder of the unexpired term.

Any office to be filled by reason of an increase in the number of Officers by a newly created position shall be filled by an election at an Annual Meeting or Regular Meeting or at a Special Meeting called for that purpose by the members or by the Board.

SECTION 9. COMPENSATION.

No compensation shall be paid to any member for serving on the Board of Directors.

SECTION 10. INFORMAL ACTIONS BY DIRECTORS.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if the majority of the Board of Directors consents in writing, including email. The writing or writings must be filed with the minutes of the Board or committee. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

SECTION 11. REMOVAL.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters of the members of the Board of Directors if in their judgement the best interest of PHP would be served thereby. Additionally, a member of the Board of Directors may be removed from his or her office for any reason deemed worthy by the active, voting members. Upon written notice, a member of the Board of Directors may be removed from his or her position by a two-thirds (2/3) vote of a quorum at a Special Meeting called for such removal.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to any removal procedure outlined in Section 11 of this Article.

SECTION 12. ADDITIONAL POWERS.

The Board of Directors may appoint such employees and/or agents as may be necessary to conduct the business of the organization.

**ARTICLE VI. EXECUTIVE BOARD OFFICERS.**

The officers of the Executive Board shall be the President, Vice-President, Secretary, and Treasurer. All officers must be active, voting members of PHP.

SECTION 1. PRESIDENT.

The President shall preside at all annual and special membership meetings, have general and active management of the business of the Board of Directors, shall have general superintendence and direction of all other officers of the organization and see that their duties are properly performed, and shall serve in an ex-officio capacity on all standing committees, except the Nominating Committee.

SECTION 2. VICE-PRESIDENT.

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall perform duties as determined by the Board of Directors.

SECTION 3. SECRETARY.

The Secretary shall record and maintain the minutes of all meeting of the Executive Board. In concert with the President, the Secretary shall make the arrangements for all meetings of the Board of Directors and membership meetings, and shall give notice of all meetings of PHP in accordance with the Bylaws. Minutes shall be open to inspection at any reasonable time by active, voting members. The Secretary will also perform official correspondence as may be prescribed by the Board of Directors or President.

SECTION 4. TREASURER.

The Treasurer shall have charge of the funds of the PHP, keep a detailed record book of all transactions, present month-end reports to the Board of Directors, annual reports to PHP membership, and pay all approved fees and bills in a prompt manner. The Treasurer shall deposit any funds in a bank account for PHP designated by the Board of Directors. Checks drawn on these funds shall be signed by the Treasurer, President, or Vice-President, should the President be indisposed. The accounts of the Treasurer shall be audited annually and are open to inspection at any time by active, voting members of PHP.

SECTION 5. ELECTION OF EXECUTIVE BOARD OFFICERS.

*Nominations.* In the years when an election is being held, a Nominating Committee shall be appointed by the Board of Directors no later than March 1. The Nominating Committee shall be charged with presenting a slate of officer candidates for each of the Executive Board positions going up for election (e.g. President and Secretary, or Vice-President and Treasurer). Such slate shall be presented no later than the April meeting of the Board of Directors. The slate of candidates will be sent electronically, no later than May 1, to the email addresses on file for all active, voting members.

Other active, voting PHP members may submit nominations for Board Members by written nomination filed with the Secretary at least thirty (30) days before the Annual Member Meeting. The nominee must consent to be nominated.

*Election Procedure.* Elections will be conducted by written ballot at the Annual Member Meeting. A quorum, including valid proxies, must be present in order to proceed with voting. Nominations from the floor are valid if the nominee is present and accepts the nomination. Each candidate will be given three (3) minutes to speak and present his or her qualifications. Immediately following, voting will commence by secret ballot, and will be tallied by the Nominating Committee. A candidate must receive a simple majority of the tallied votes to be elected. In the event of tied vote, the Nominating Committee and Board of Directors convene and jointly decide how to proceed.

*Assumption of Duties.* Elected officers will meet with the current Board of Directors at the June Board meeting to ease transition into the new fiscal year. The new Board will take office July 1.

#### SECTION 6. POWERS OF THE EXECUTIVE BOARD.

The Executive Board shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors, and excluding any powers or authority specifically assigned to the Board of Directors or any other entity by these Bylaws (e.g., removal and/or replacement of Directors, amendment of the Articles of Incorporation or Bylaws, etc.).

### **ARTICLE VII. COMMITTEES.**

#### SECTION 1. COMMITTEE FORMATION.

The Board of Directors may create committees or work groups as needed. The board chair appoints all committee chairs. Committee members shall serve such terms as may be provided by the Board of Directors. All acts of such committees shall be subject to the approval of the Board of Directors.

#### SECTION 2. NOMINATING COMMITTEE.

A Nominating Committee shall consist of a Chairperson and two (2) active, voting members of PHP. Any member currently serving on the Board of Directors shall not be eligible to serve on the Nominating Committee.

In the years when an election for the Board of Directors is to take place, the Nominating Committee shall prepare a slate of proposed candidates for the four Executive Board officer positions. This slate of nominees shall be comprised of active, voting PHP members. Such nominations shall be supported by the written consent of each respective nominee. The slate of nominees must be filed with the Secretary by March 1. The Nominating Committee shall tally the results of the election and publish them to the members.

The Chairperson shall maintain minutes of all proceedings, which shall be filed with the Secretary at the end of the Nominating Committee term and open to review by any active, voting member of PHP.

SECTION 3. SEASON SELECTION COMMITTEE.

The Season Selection Committee shall be comprised of a Chairperson and a minimum of four additional committee members. The Chairperson and all committee members shall be appointed by Board of Directors. All committee members shall be active, voting members of PHP. No Chairperson shall be eligible to succeed himself or herself as Chairperson for consecutive terms. The term of the Season Selection Committee shall begin in January and end in December of the same year, to select plays for the following July to June season.

The Season Selection Committee is responsible for making recommendations to the Board of Directors for the upcoming season of plays. The committee is responsible for determining a play submission period and giving notice of such to the active, voting members of PHP to solicit play submissions. The Season Selection Committee shall receive and read play submissions, and shall propose a slate of plays and alternates to the Board of Directors no later than December 15th each year. The proposed slate shall include a minimum of eight (8) play recommendations and three (3) alternate recommendations.

The Chairperson shall maintain records of all play submissions and committee decisions, including minutes of all proceedings, which shall be filed with the Secretary at the end of the Season Selection Committee term and open to review by any active, voting member of PHP.

**ARTICLE VIII. LIABILITY AND INDEMNIFICATION.**

SECTION 1.

The members of PHP shall not be personally liable for the debts, liabilities, or obligations of PHP.

SECTION 2. ACTIONS AGAINST DIRECTORS.

The PHP shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be or not opposed to the best interests of the PHP and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party", "proceeding", "Director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of Directors.

SECTION 3. ADVANCE FOR EXPENSES OF DIRECTORS.

The PHP shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if: (A) the Director furnishes the PHP with a written affirmation of the Director's good faith belief that the Director has met the standard of conduct set forth in Section B above; and (B) the Director furnishes the PHP with a written undertaking, executed personally or on the Director's behalf, to repay any advances if it is ultimately determined that the Director



is not entitled to indemnification. The Board of Directors shall report the indemnification or advance in writing to the active, voting members with or before the notice of the next meeting of the membership.

**ARTICLE IX. GENERAL PROVISIONS.**

**SECTION 1. FISCAL YEAR.**

The fiscal year of PHP shall be July 1 to June 30.

**SECTION 2. EXECUTION OF INSTRUMENTS.**

The Executive Board officers shall make deposits, sign and issue all checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness. The Executive Board officers shall authorize which officer(s) or agent(s) may enter into contracts or execute or deliver any documents or instruments in the name of and on the behalf of PHP. The authorization may be general or specific.

**SECTION 3. AUTHORIZATION OF EXPENDITURES.**

No officer, committee, or member may incur any expense or obligation chargeable to the PHP, except as defined below.

The Executive Board is authorized to pay the following monthly expenses: Rent, Water, Utilities, Waste Disposal, Telephone, Internet Expenses, Gas, Insurance, Security, Postage, Accounting Fees, Taxes, Advertising and Website Expenses, Expenses associated with the Annual Meeting and Awards Banquet, and Production Expenses, including reimbursable expenses incurred as a result of a production.

The Executive Board is authorized to spend no more than one-thousand dollars (\$1000.00) per month, in addition to those items enumerated above, unless approved by a unanimous vote of the Board of Directors or a vote of at least two-thirds (2/3) of the active, voting members. Minutes of all such proceedings shall be filed by the Secretary.

**SECTION 4. CONFLICT OF INTEREST.**

Any officer or committee member having a material interest in a transaction presented to PHP must give prompt, full, and frank disclosure of his or her interest to the Board of Directors and any relevant committee(s).

**SECTION 5. BOOKS AND RECORDS.**

The PHP shall keep and maintain (1) correct and complete books and records of account, (2) resolutions adopted by either the Members or the Board of Directors, (3) minutes of the proceedings of the Board and of any committee having any of the authority of the Board, and (4) a record of the names and contact information of the Members entitled to vote. All books and records of the PHP may be inspected by any

member having voting rights, or their agents or attorneys, for any proper purpose, upon reasonable notice of no less than five (5) days, at any reasonable time.

**ARTICLE X. AMENDMENTS OF BYLAWS.**

**SECTION 1. PROCEDURE TO AMEND BYLAWS.**

Revision or amendments to the Bylaws of the PHP may be proposed by any active member in good standing or any Director. Any such proposed revision or amendments shall be submitted in writing to the Board of Directors not less than sixty (60) days prior to the date of the next annual or special meeting of the Members. Each member shall be given in writing all proposed revisions or amendments to these Bylaws with, or prior to, the notice of the annual or special meeting. Bylaws shall be amended by a two-thirds (2/3) majority of the active, voting members of PHP who are voting at such next annual or special meeting.

**SECTION 2. CONSISTENT WITH LAW.**

Any amendments, alterations, changes, additions, or deletions to these bylaws, shall be consistent with the laws of the State of Georgia, which define, limit, or regulate the powers of PHP or the Board of Directors of PHP.

**Revised and Amended on October 25, 1999.**

**Revised and Amended on December 16, 2001.**

**Revised and Amended on April 30, 2011.**

**Revised and Amended on May 20, 2019.**

**Printed on May 20, 2019.**