

THE PICKWICK PLAYERS

BYLAWS

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of this Association shall be the Pickwick Players and its principal office is to be located in the City of Ashburn, County of Loudoun, State of Virginia.

ARTICLE II – PURPOSES AND AIMS

Section 1. The Association is a voluntary, incorporated, non-profit association of persons.

Section 2. Said Association is organized exclusively for charitable, educational, scientific and entertainment purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 509(a)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. The Pickwick Players is a community theater group whose mission is to enrich the quality of life of the community through the production of quality, wholesome and family oriented musicals and plays. In addition, the Players are committed to provide educational opportunities in the performing arts, by conducting workshops and seminars for all ages

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – MEMBERSHIP

Section 1. Membership in the Association:

Membership in the association shall be open to all persons, without discrimination, who are interested in the purposes and aims of the Association, and who are willing to subscribe to the Bylaws, and who are otherwise qualified under the provisions set forth in the Bylaws.

Section 2. Classes of Members:

a. Active Members – Those members who actively participate in the functions of the theatre in accordance with the criteria established from time to time by the Board and listed below under section 3.

b. Sustaining Members – Those persons who support the efforts of the theater through financial or other contributions or services and whose contribution is deemed by the board to be commensurate with membership.

Section 3. Qualifications for Active Membership:

Members are expected to and continued membership after a year is contingent upon:

a. Active participation (either on stage or backstage) in some capacity (to a level of effort acceptable to the Board of Directors) with the productions and/or activities of the Association within the past two years, or

b. Active participation as an elected officer or appointed committee chairman of the Theatre for the previous year or active member of a committee for an entire year.

c. Payment of all dues and assessments as required by the Bylaws, including annual fees and any production participation fees as determined by the board.

Section 4. Duties of Active Members:

a. Active participation in the events of the organization including general meetings, social events, ticket sales, advertising solicitations, and/or productions within the past two years.

b. Service on committees or service as committee chairperson when requested by the officers of the Association.

c. Punctuality at rehearsals and a sober and professional attitude when at rehearsals and during productions. No smoking, drinking, lewd behavior or foul language will be tolerated at any Pickwick activities. Modest dress as defined by the board must be worn at all rehearsals and functions.

d. Responsibility and liability for any property owned, leased or borrowed by the group which is in their possession.

Section 5: Voting Qualifications:

Members must comply with the expectations outlined in Sections 3 and 4 and be 16 years or older.

ARTICLE IV – ORGANIZATION AND MANAGEMENT

Section 1. Functions of the Board of Directors

The property, business and affairs of the Association shall be managed by a Board of Directors, the main functions of which shall be to:

- a. Set forth all organizational policies and procedures in a standardized fashion.
- b. Conduct the normal business operations of the Association including approval of administrative and production budgets, and selection of production staff to include Producer, Director, Music Director and Choreographer for each production.
- c. Organize and conduct regular Board meetings.
- d. Organize and conduct biannual elections of Board of Directors.
- e. Determine stipend positions and levels. A Board member may not vote related to a stipend issue for which they are being considered or currently occupy.
- f. Select shows for production of wholesome, family-friendly content, as determined by the board.
- g. Refuse membership or revoke membership of those not adhering to the Bylaws.
- h. Explore relationships with other groups, individuals, and governmental organizations which may be to the Association's benefit.
- i. Acquaint the members with the duties and benefits of membership.

Section 2. Board Composition and Responsibilities

The Board of Directors shall be composed of at least five (5) members (but may be more as determined appropriate by the board) and shall include the offices of President, Vice President, Secretary, Treasurer, **Assistant Treasurer, Publicity Chairman** and Officers at large. Elections to determine which board member shall serve in each capacity will be held the first board meeting following biannual board elections by the theater membership. Only elected board members may participate in these elections. The duties of the members of the Board of Directors are as follows:

- a. **President:** Presides at all General and Board of Directors meetings, establishes times for special meetings, makes appointments to committee offices, and officially represents the Association internally and externally.
- b. **Vice President** – presides in absence of President at meetings, replaces President when that office is vacated before the end of a term, and performs special duties as assigned by the President.

c. **Secretary** – maintains minutes of meetings and committee assignments, maintains a list of membership for the theater, collects and distributes incoming correspondence, notifies Board members of meetings, and schedules special guests at Board meetings.

d. **Treasurer** – keeps accounts, pays bills, and has power to sign checks subject to limits and signatory rules approved by the Board. The Treasurer also prepares and presents monthly and annual reports of financial activities and status. The fiscal year of the association shall be **September 1st to August 31st**, unless the Board of Directors shall otherwise determine.

e. **Assistant Treasurer** – is responsible to oversee and complete all paperwork and requirements in the maintenance of the Pickwick Players' official status as a non-profit corporation and a 501 3(c) charitable organization. This includes keeping pertinent financial records, making required payments and doing all that is necessary to ensure the players operate in a legal fashion, regarding their status with the government.

f. **Publicity Chairman** – is responsible for publicity relating to Pickwick Players in promoting the functions and activities of the theater group as well as coordinating publicity with producers for each production of the Players. It is also the responsibility of the chairman to act as historian in collecting and organizing publications, photographs and other materials relating to the activities and productions of the players.

g. **Officers at Large** - Chair or serve on standing or ad hoc committees and/or perform special duties as assigned by the president.

Section 3. Elections

All members of the Board of Directors shall be elected by the paid membership and shall assume office on **September 1st** of alternate years, following the election. Board member elections shall be held every other year, thus board members shall serve a term of two years. Only active members of the Association will be eligible for election as officers. No member who is an officer of another community theatre group may be eligible for membership on the Board of Directors of the Pickwick Players.

a. The method of election (e.g. voting in person, mailed ballot, voting via email, etc.) shall be determined biannually by the Board of Directors. A slate of officers will be prepared by the nominating committee and presented to the membership by the method determined by the board.

Section 4. Board Vacancies

In the event of a vacancy in the Board of Directors, the President is empowered to appoint any member of the Association to complete the remainder of the term subject to the concurrence of a majority of the Board of Directors.

Section 5. Removal from Office

a. Any officer who misses four total or three consecutive regularly scheduled Board meetings within a calendar year shall forfeit his or her membership on the Board. Removal from office may be repealed, on a case by case basis, by a two-thirds vote of the remaining Board members present and voting at a regular or special Board meeting.

b. Any officer who is not performing his or her duties as outlined in these Bylaws and interpreted by the Board shall be subject to removal from the Board upon two-thirds vote of the remaining Board members present and voting at a regular or special Board meeting. Such officer shall have the opportunity to attend the meeting.

c. Resulting vacancies shall be filled according to Article IV, Section 4 of these Bylaws.

Section 6. Committees:

Standing and Ad Hoc Committees will be formed at the discretion of the Board as needed. The activities of any such committee will be subject to oversight and approval by the Board and will report regularly to the Board on their activities. Chairpersons of the committees will be selected by the board. Committee members are to be selected by the chairpersons.

Section 7. Production Staff :

Key production staff, including crew chiefs, will be appointed by the producer of a specific production for the duration of said production. These appointments are subject to the approval of the Board of Directors.

ARTICLE V – MEETINGS AND VOTING

Section 1. Meetings

a. General Membership Meetings – General membership meetings may be held at a time and place to be designated by the Board of Directors for the transaction of such business as may properly come before the general membership.

b. Board of Directors Meetings

(1) Meetings of the Board of Directors will be held on a regular, monthly basis, but may be called more frequently if needed, at the discretion of the President.

(2) Members may offer items for consideration by the board at meetings by contacting a board member, and if so desiring, may request to attend a board meeting.

(3) Unless otherwise specified in these Articles, a majority vote of those present and voting will decide an issue.

(4) A majority of the elected officers of the Pickwick Players Board shall constitute a quorum. No voting may be conducted in the absence of a quorum.

(5) The president, or the president's designee, has the authority to call for a vote on any issue where it is deemed necessary, though any board member may request a matter be put to a vote.

c. Minutes of all general and Board of Directors meetings will be available within one week of the meeting date to all members upon request from the Secretary.

Section 2. Voting

a. Only members in good standing may vote at general meetings.

b. Voting by proxy at Board or general meetings will not be allowed. Those members qualified to vote but unable to be present at the time of elections, may request an absentee ballot which must be in the hands of the Secretary prior to the time elections are held.

ARTICLE VI – CONTRACTS, LOANS AND BANK ACCOUNTS

Section 1. Contracts and Disbursements

The Board of Directors may authorize any officer or member, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, or to sign or countersign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer or member shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount. Said authorization must be in writing.

Section 2. Loans

No loan shall be contracted on behalf of the Association and no negotiable paper in connection therewith shall be issued in its name unless authorized by vote of the Board of Directors. When authorized by the Board of Directors, any officer of the Association may effect loans and advances at any time for the Association from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Association. Such authority may be general or confined to specific instances. Said authorization must be in writing.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select; and for the purpose of such deposit, the President, or any other officer to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts and other orders for the payment of money, which are payable to the order of the Association.

ARTICLE VII – DISCIPLINARY ACTION

Section 1. Member Suspensions and Expulsions

The Board of Directors shall have the power in its discretion to suspend or expel a member who fails to conduct himself or herself in accordance with these Articles. The Board of Directors shall not take any disciplinary action against a member until at least ten days notice has been given in writing to the member, until a hearing has been held at a meeting of the Board of Directors to consider such complaint, or unless at least two-thirds of the Board of Directors vote in favor of such action. Such notice shall state in detail the complaint against the member, the time and place of the meeting of the Board of Directors at which the complaint will be considered, that the member may make such answer to the complaint as he or she deems fit, and that he or she may attend the Board of Directors meeting and be heard. If such member is also a member of the Board of Directors, such member shall not be permitted to vote.

Section 2. Effective Date and Appeals

The decision of the Board of Directors in disciplinary matters shall be effective immediately. The Board's decision may be appealed to the full membership at the next general meeting or at a special meeting called for the purpose of considering such appeal; provided that the appeal is filed in writing with the President within ten (10) days of the Board's ruling. The Board's decision shall be overruled or modified only by a vote of three-fourths of the members present and voting at said meeting.

Section 3. Member Rights

Until the effective date of resignation, suspension or expulsion of a member from the Association, such member shall have every right and be under every obligation established by these Articles and all rules and regulations issued there under, and thereafter such member shall have no rights whatsoever to any of the assets of the Association.

ARTICLE VIII – NOTICES AND WAIVERS

Section 1. Notices

Unless otherwise provided in these Articles any notice required to be given under these articles may be given by mailing. Such notices shall be deemed to be given at the time of such mailing.

Section 2. Waivers

Any member of the Association and any member of a committee of the Association entitled to any notice under these Articles may waive any such notice.

ARTICLE IX – AMENDMENTS

Section 1. Authorization

These Articles shall be subject to amendment, alteration or repeal by the affirmative vote of two-thirds of the members of the Association present and voting (or voting by absentee vote, mail or email.).

Section 2. Notification

No amendment, alteration or repeal of these articles shall be voted on unless the substance of the proposed amendment, alteration or repeal shall have been available to the members for a period of ten days. The membership must be notified either at a general meeting or through mailing or email of the availability of said amendments.

ARTICLE X – COMPLIANCE WITH STATE LAWS AND REGULATIONS

In the event that any conflict arises between these Bylaws and (1) the laws of any state, or (2) the regulations of any public governmental authority duly empowered by law to issue such regulations, these Bylaws are to be construed in such a manner as to comply with such laws and regulations.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – ACCEPTANCE OF BYLAWS BY MEMBERS

By paying their dues or required fees, each member signifies his/her acceptance of these Articles and any amendments thereof and of such rules and regulations as may from time to time be promulgated under these Articles, and hereby waives any and all claims and demands

of any nature, past, present, and future, against the Association or any member of the Association, or any former member, or any officer, employee, committee, or individual for any action taken in good faith pursuant to these Articles.