

Ti-Ahwaga Community Players

BY-LAWS

ARTICLE I NAME AND AFFILIATION AND LOCATION

Section 1. The name of this organization shall be Ti-Ahwaga Community Players, Inc.

Section 2. The Ti- Ahwaga Community Players, Inc. place of business shall be the Ti-Ahwaga Community Performing Arts Center, 42 Delphine Street, Owego, NY 13827. The mailing address is the same.

ARTICLE II PURPOSES AND POWERS

Section 1. Mission Statement: Ti-Ahwaga Community Players is dedicated to the advancement of the performing arts, providing high quality productions that not only entertain, but educate, inspire and foster an inclusive environment for the communities we serve.

Section 2. The Powers of the Organization shall be:

The Organization shall participate in sound organized programs for the promotion of the performance and visual arts.

ARTICLE III MEMBERSHIP

Section 1. Membership Eligibility. Any person 18 years of age or over is eligible for membership in this organization

Section 2. Classes of Membership shall be:

As a membership corporation, the Board reserves the right to modify the membership rates as needed.

Section 3. Membership Rights and Duties. Members in good standing, who have paid all dues are eligible to attend the annual membership meeting.

Section 4. Dues. The membership dues shall be determined by the Board of Directors. Dues are payable annually and it is the responsibility of the Organization to remind members when membership renewals are due. The Board is responsible for maintaining membership benefits.

Section 5. Annual Membership Meeting. The Annual meeting of this organization shall be held on a date established by the Board of Directors, not to occur past August 31st. Notice of this meeting shall be mailed to each member in good standing at their last known mailing or email address at least ten (10) days before the date of that meeting.

ARTICLE IV DIRECTORS

Section 1. Duties. The government of this organization shall be vested in the Board of Directors. The Board of Directors shall have control and oversight of this organization.

Section 2. Number of Directors. The Board of Directors shall be composed of a minimum of nine (9) and not more than thirteen (13) directors which includes the four officers of the Organization.

Section 3. Elected Directors and Term. The directors shall be elected at the annual membership meeting of by a plurality of the votes cast by the members. The term of office of elected directors shall be staggered. One group of elected directors shall be elected at each annual meeting of members on even years and on odd years depending on the number of directors and as decided by the Board of Directors. In the event of an early or unplanned vacancy, the Board of Directors shall appoint a new director to finish the term if deemed necessary. The new director finishing the term will be voted by a majority of the current Board of Directors. Each elected director shall serve a two (2) year term.

Section 4. Qualifications. Each director shall serve without compensation except for payment of reasonable expenses incurred for the Organization. Directors who are holders of any other office or position are to act in their own right as directors, and not as representatives or delegates of their own or any other organization, interest or group. All directors are required to be active and current with their membership dues.

Section 5. Duties. The Board of Directors shall manage the business and affairs of the Organization. The Board of Directors shall have the power:

1. To establish the policies of the Organization, develop strategic and operational plans, establish budgets, and select, supervise, and evaluate any paid employees
2. To purchase real estate, personal property, and inventory and enter into contracts in the Organization name
3. To initiate litigation in the Organization name
4. To monthly submit and review a report of the total income received and a report of its total expenditures, which said expenses are broken down by category as well as disclose the salary of any and all paid employees and fees paid to consultants

Section 6. Vacancies. Planned vacancies from Board of Directors shall be filled from the membership by a vote of the general membership. The new appointee shall serve for the duration of the term. If the President shall leave office before the expiration of their term, the Vice President shall succeed the outgoing President.

Section 7. Removal. A director who fails to attend three (3) consecutive meetings without excuse (work, family or illness) shall be presumed to have resigned.

Section 8. Annual Membership Meeting. The Board of Directors shall meet each year at a time and place as specified each year for the purpose of election of directors of the Organization and consideration of any other business which may be brought before the meeting.

Section 9. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect and shall be held whenever convenient for the Board of Directors, but at least 12 per calendar year, once monthly. They may be postponed, canceled, or rescheduled at the direction of the President only if due to conflicts based on other organization activities or based on the knowledge that a quorum will not be present for a scheduled meeting

Section 10. Participation. A director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 11. Quorum; Voting. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors. In the event of a tie vote, the President shall cast a vote.

Section 12. E-Vote. Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, In the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period determined by the President. Vote by e-mail will be conducted in the following manner:

1. The President may request a vote via e-mail. Directors shall have 3 options regarding their vote:
 - a) Vote to pass the motion
 - b) Vote to reject the motion
 - c) Express the opinion that the motion is not amenable to an electronic vote.
2. If any director objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a unanimous of all Board Directors is required to pass the vote. Motions and voting in an E-Vote format should be copied to the Organization email.
3. All directors must have access to electronic mail, and it is the responsibility of each director to inform the President of the correct e-mail address for purposes of correspondence and e-mail voting.

Section 13. Authority: The Board of Directors shall establish all policy(ies) touching in any manner whatsoever the control and management of the affairs and property of this Organization and shall further have full power to do and/or require to be done everything deemed necessary and/or expedient for the promotion and protection of the welfare of the Organization. In the event of an Act of Nature or other extenuating circumstance, the Board of Directors primary responsibility is to keep the Organization and the property in good financial and legal standing, and the health, safety, and near-term preservation of the Organization shall take precedence over the Organization's purposes and goals.

ARTICLE V OFFICERS

Section 1. The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer, for a term of up to one (1) year each. Said offices shall be filled by election from the Board of Directors at the first meeting following the annual membership meeting as stated herein above in Article IV, Section 2.

Officers may serve multiple terms if so appointed. A vacancy in any office shall be filled by the Board of Directors without undue delay.

Section 2. In the event the Organization has contracted the services of a paid employee or employees, they shall serve at the pleasure of the Board of Directors. A paid employee of the Organization may not be a member of the Board of Directors. A board member may not be directly related to an employee of the Ti-Ahwaga Community Players.

Section 3. The President may, with the consent of the Board of Directors, appoint qualified persons to assist the Secretary and/or Treasurer if such assistance is requested.

Section 4. The Board of Directors may remove any director or officer from an executive position or the Board of Directors by a majority vote at any time.

ARTICLE VI DUTIES OF OFFICERS & DIRECTORS

Section 1. **PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Board of Directors or to appoint a designee to preside at meetings in their absence; to have general supervision of the affairs of the Organization. The President in partnership with the Vice-President will work with any paid employees in managing the day-to-day affairs of the Organization; to represent the Organization and to receive reports of all committee meetings.

Section 2. **VICE-PRESIDENT:** The Vice- President will work with any paid employees in managing the day-to-day affairs of the Organization. The Vice-President shall assume all the duties of the President in their absence or inability to act and shall have such other powers and duties as these By-laws, the Board of Directors or an officer authorized by the Board may prescribe. If the office of President becomes vacant, the Vice-President shall automatically assume the office.

Section 3. **SECRETARY:** The Secretary shall keep a record and minutes of all meetings of the Board of Directors. The Secretary shall be responsible for typing the minutes of all meetings and seeing that they are provided to the Board of Directors at least seven (7) days prior to the next scheduled meeting. The secretary may be responsible for communication to the membership.

Section 4. **TREASURER:** The Treasurer shall keep correct and complete records of account, always showing accurately the financial condition of the Organization. The Treasurer may be responsible for seeing that all funds of the Organization are recorded by the accountant and deposited in the account or accounts of the Organization as designated by the Board of Directors. Designated officers selected by the Board of Directors shall be empowered to countersign all checks drawn on the Organization's bank account(s) with at least two signing each check in the amount exceeding \$500; further, that a written report of such receipts and disbursements be prepared to be distributed at board meetings.

At each annual organizational meeting, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Organization. The books of the Organization may be audited by an auditing committee appointed by the Board of Directors as deemed necessary.

Section 5. **DIRECTORS:** Each of the remaining Board members who are not officers of the organization

shall be eligible to chair permanent or temporary committees, included but not limited to: Governance, Personnel, Properties, Publicity, Play Reading, Fundraising, Building & Grounds, Grants and Underwriting, and Membership.

Section 6. Paid Employee(s): The Board of Directors may hire paid employees. These positions shall be a paid position according to experience and capability. The paid employees shall, in addition to those duties specifically set forth from time to time in a job description, act as the liaison between standing committees, community, fellow organization employees and members of the Organization. In the event the Organization hires an Executive Director, the Executive Director shall be a member ex-officio (without vote) at all meetings and may be responsible for preparing all agendas plus any other duty in line with the position. The Executive Director shall be given privilege of the floor at Board meetings but shall not be considered a member of the Board of Directors, nor shall have voting privilege at Board of Director meetings.

In the absence of an Executive Director, another designated employee may be assigned the rights and duties of the Executive Director.

Ti-Ahwaga Community Players Employee(s) part time or full time shall be added to Organization's payroll, where proper state and federal taxes will be held according to payroll documentation. If a person applying for a position at the Organization is related to or resides in the same household as a director or officer, the director or officer is not permitted to sit on the personnel committee nor are they allowed to be present for personnel discussions before, during or after hire. The director or officer must complete a conflict-of-interest document and recuse themselves from Board of Director discussions and votes.

An Independent Contractor is not an employee of the Organization. The Independent Contractor is hired for a specific job or project and will be paid based on invoice received or an agreed upon contract term and payment schedule. When the Organization is seeking outside bids from an Independent Contractor for any service, if a director or officer is related to or resides in the same household or benefits from the Independent Contractor's work, said director or officer must complete a conflict-of-interest document and recuse themselves from board discussions and votes. The Organization will submit 1099 documentation for all Independent Contractors regardless of amount paid to ensure the Organization maintains proper tax documentation.

ARTICLE VII STANDING COMMITTEES

Section 1. Authority. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry-on functions for the purpose of efficiently accomplishing the purposes of the Organization. The Board of Directors shall decide upon committees deemed necessary to fulfill the objective and purposes of this organization. It shall be the duty of these committees to report at the Board of Directors meetings or send a written report to the Executive Director prior to the next meeting.

There shall be the following permanent committees consisting of directors and/or general members:

1. Governance
 - a. Serves as the nominating committee for all positions, all task groups, and general membership.
2. Fundraising
 - a. Develops the budget and plans fundraising strategies for the Organization's operation.

3. Building and Grounds
4. Publicity and Advertising
5. Play Selection
6. Grants
7. Other Committees as designated and created by the Board of Directors

Article VIII. Fiscal Policies

Section 1. Insurance. The Organization shall carry casualty and liability insurance for any owned or leased premises.

Section 2. Books and Records. The Organization shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Organization. The Organization or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors. All such books, records and lists of the Organization shall be open to inspection and copying during the usual business hours for all proper purposes of the Organization.

Section 3. Authorization of Expenditures. When necessary, any officer or another director may make expenditures or obligations of funds of Corporation determined by the Board of Directors.

Section 4 Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or Vice President. All projects of the organization must receive the approval of the Board of Directors at a regular or special meeting of the Board of Directors. A quorum of the Board of Directors must be present at said meetings.

Section 5. Loans to Officers and Directors. The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Organization.

Article IX. Miscellaneous

Section 1. The fiscal year shall begin July 1st to June 30th.

Section 2. Audit. An independent auditor appointed or approved by the Board of Directors shall at such time as the Board of Directors may determine, prepare for the Organization as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects, and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Organization.

ARTICLE X LEGAL COUNSEL

Section 1. The Board of Directors may select legal counsel to act on behalf the Organization.

ARTICLE XI QUORUM

Section 1. A simple majority of the members of the Board of Directors shall constitute a quorum for board meetings.

ARTICLE XII PARLIAMENTARY RULES

Robert's Rules of Order, revised by the authority in all questions of parliamentary law not covered by these bylaws.

ARTICLE XIII ORDER OF BUSINESS

The order of business shall be:

- (a) Minutes
- (b) Treasurer's report
- (c) Executive Director or other paid employees (if applicable) report
- (d) Committee reports
- (e) Unfinished business
- (f) New business

Article XIV. Conflict of Interest

Section 1. General. The Board and Staff of the Organization shall administer the affairs of the Organization, honestly and economically and exercise their best care, skill, and judgment for the benefit of the Organization. The Officers shall exercise the utmost good faith in all transactions relating to their duties for the Organization. In their dealings with and on behalf of the Organization, they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Organization's interest and that of the individual or an organization affiliated with the individual.

Section 2. Disclosure of Potential Conflict. Any officer, Director or Staff member of the Organization, shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

Section 3. Conflict of Interest Defined. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or paid employee of the Organization, is in a position to exert influence, in dealings with or on behalf of the Corporation, which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

Section 4. Waiver of Conflict. Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Organization to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

Section 5. Recusal from Decision-making. Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

ARTICLE XV: GENERAL

Section 1. Auditions for each production will be publicly announced at least one month previous to said auditions.

Section 2. Membership (for those aged 18 and over) is mandatory to participate in the organization. Exceptions may be made by the Board of Directors.

Section 3. The purpose of the Play Reading Committee is to present recommendations to the Board for approval.

Section 4. The Policy Handbook is intended to be a guide for all procedures and policies not included in the By-Laws. These policies may be amended or changed by a majority vote of the Board of Directors present at any regular or special meeting of the Board of Directors of the organization.

ARTICLE XVI DISSOLUTION

In the event the organization ceases operations and as a consequence, the corporation has to be dissolved, then the members in good standing at that time will be required to make a free gift of any remaining assets to an appropriate charity or non-profit civic group, to be determined of the Board of Directors.

ARTICLE XVII AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting.

Revised (DATE OF APPROVAL)