



# **TI-AHWAGA COMMUNITY PLAYERS, INC.**

## **CONSTITUTION AND BYLAWS**

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**CONSTITUTION**

**ARTICLE I: NAME AND ADDRESS**

- SECTION 1: The name of this organization shall be the TiAhwaga Community Players, Inc.
- SECTION 2: The mailing address of this organization shall be 42 Delphine Street, Owego, NY, 13827
- SECTION 3: The place of business of this organization shall be the TiAhwaga Community Performing Arts Center, 42 Delphine Street, Owego, NY.

**ARTICLE II: PURPOSE**

- SECTION 1: The purpose of this organization shall be to promote all phases of performance and visual arts.

**ARTICLE III: MEMBERSHIP**

- SECTION 1: Any person who has attained the age of 18 years is eligible for membership in this organization.

**ARTICLE IV: GOVERNMENT**

- SECTION 1: The government of this organization shall be vested in the president and ten (11) members of good standing who will comprise the Board of Directors (BoD).

SECTION 2: The Board of Directors shall be elected in the manner prescribed by the By- Laws.

SECTION 3: All projects of this organization must receive the approval of the Board of Directors.

SECTION 4: The Board of Directors shall have sole and exclusive authority over all financial matters, including but not limited to control over all assets, income and expenses.

SECTION 5: Board members are limited to two 2-year terms of service. After being off the board for at least one year, previous board members may then seek to be elected to the board again.

#### **ARTICLE V: PERSONNEL**

SECTION 1: The Board of Directors shall have the authority to appoint paid personnel to fill certain positions within the organization. Said positions may only be appointed in the manner prescribed by the by-laws.

#### **ARTICLE VI: AMENDMENTS**

SECTION 1: The Constitution may be amended by two-thirds (2/3) majority of members present at any regular or special meeting of this organization provided that written notice of the proposed amendment(s) has been mailed to the last known address of each member at least ten (10) days prior to the date of said meeting. A quorum shall be considered to be one-fifth (1/5) of the paid members of the organization to include at least one-half (1/2) of the Board of Directors.

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# **BY-LAWS**

## **ARTICLE I: MEMBERSHIP**

SECTION 1: Any person who has attained the age of 18 years and who has an interest in the performance and visual arts shall be eligible for membership in this organization.

## **ARTICLE II: DUES**

SECTION 1: The membership dues shall be determined by the Board of Directors. Dues are payable annually.

## **ARTICLE III: GOVERNMENT**

SECTION 1: The government of this organization shall be vested in the Board of Directors.

SECTION 2: The Board of Directors shall have control and oversight of this organization.

SECTION 3: In the event the organization has contracted the services of a paid Executive Director, he/she shall have responsibility for the daily management of all activities of the organization, and serves at the pleasure of the Board of Directors.

SECTION 4: The funds of this organization shall be kept in one of more separate accounts at local banks under the name of the organization. All receipts shall be deposited. Each check must be signed by the Executive Director and one designated officer of this organization or, in the absence of an Executive Director, by two designated officers of this organization.

SECTION 5: 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 6: Any member of the Board of Directors may be removed from the board by a majority vote of the general membership.

SECTION 7: Vacancies from the Board of Directors shall be filled from the membership by a vote of the Board of Directors. The new appointee shall serve for the duration of the term of the individual being replaced. If the President shall leave office before the expiration of their term, the Vice president shall succeed him/her.

#### **ARTICLE IV: NOMINATION AND ELECTION**

SECTION 1: The Board of Directors shall be elected by the membership at the annual meeting of this organization to serve a term of two years, and no more than two consecutive terms, that term to begin the first day following the annual meeting at which he/she was elected. Six (6) Board of Directors will be elected on even years and five (5) shall be elected on odd years.

SECTION 2: Candidates for the board of Directors are to be nominated by the nominating committee, as appointed by the Board of Directors prior to the June board meeting. At the June meeting, the Nominating committee will present a slate of nominees to the board.

SECTION 3: Every member of the organization entitled to vote at any meeting thereof may vote in proxy. Proxies shall be in writing revocable at the pleasure of the member executing the same. Each proxy vote is to be dated and signed and will become invalid thirty (30) days following its date.

SECTION 4: The membership shall be furnished a list of candidates and ballots at least ten (10) days prior to the annual meeting.

SECTION 5: The new directors are to be the candidates polling the highest number of votes. In the event any candidates withdraw within ten (10) days of the annual meeting, the candidate(s) polling the next highest shall be elected.

SECTION 6: A board member may not be directly related to an employee of TPC.

SECTION 7: The officers of this organization are to be elected from the Board of Directors at the first new Board of Directors meeting following their election to the board and shall hold office for a term of one year or until their successors are duly elected.

## **ARTICLE V: OFFICERS, BOARD MEMBERS AND THIER DUTIES**

SECTION 1: The officers of the organization shall be as follows:  
President, Vice President, Secretary and Treasurer.

SECTION 2: A vacancy in any office shall be filled by the Board of Directors without undue delay.

SECTION 3: The Board of Directors may remove any officer by a majority vote at any time.

SECTION 4: The President shall preside at all membership meetings and board meetings. He /She shall appoint all administrative committees, temporary or permanent. He /She shall see that all books, reports and certificates, as required by law, are properly kept and filed. He/She shall have other powers as may be reasonably construed as belonging to the duly elected President of any non-profit organization.

SECTION 5: The Vice President shall, in the event of the absence or inability of the president to exercise his/her office, become acting president of the corporation with all the rights, privileges and powers as if he/she had been duly elected

President. He/she shall be chairperson of the Personnel Committee.

SECTION 6: The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificates required by any statute, Federal or State. He/She shall give and serve all notices to members of the organization. He/She shall be the official custodian of the records and seal of the organization. He/ She shall present to the Board of Directors and membership any communications addressed to him/ her as the Secretary of the organization. He/she shall attend to all correspondence of the corporation and shall exercise all other duties incident to the office of Secretary.

SECTION 7: The Treasurer shall have the care and custody of all monies belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. He/She shall render at each regularly scheduled Board of Director meetings, a written account of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/She should render an annual report following the close of the fiscal year (June 30), to be completed no later than July 31<sup>st</sup>. The Board shall appoint an auditor in order to conduct an annual audit of the organization, to be completed timely, in order to be in compliance with State and Federal tax laws.

SECTION 8: Each of the seven (7) remaining Board members who are not officers of the organization shall be eligible to chair permanent or temporary committees, including but not limited to: Personnel, Properties, Publicity, Audition/Play Reading/Programming, Fundraising, Building & Grounds, Grants, Underwriting, and Membership.

SECTION 9: No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation

presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

## **ARTICLE VI: MEETINGS**

**SECTION 1:** The Annual meeting of this organization shall be held on a date established by the Board of Director, not to occur past August 31. Notice of this meeting shall be mailed to each member in good standing at their last known address at least ten (10) days before the date of that meeting.

**SECTION 2:** The Board of Directors meetings shall be held monthly. They may be postponed, canceled or rescheduled at the discretion 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 3:** At an official meeting, one-fifth (1/5) of the members in good standing of the organization to include at least six (6) members of the Board of Directors shall be considered a quorum, and a majority of those present shall rule if a quorum is present. At a meeting of the Board of Directors, six (6) directors shall constitute a quorum and the majority of those present shall rule, if a quorum is present.

**SECTION 4:** All General Membership meetings, to be called at the discretion of the Board of Directors, shall be held in such places as determined by the Board of Directors.

## **ARTICLE VII: COMMITTEES**

**SECTION 1:** 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 Board of Directors meets or send a written report to the Executive Director prior to the next meeting.

**SECTION 2:** There shall be the following permanent committees consisting of a chairperson and two or more members:

- Personnel Committee
- Publicity Committee
- Audition/Play Reading/Play selection
- Fundraising Committee
- Building & Grounds Committee
- Grants Committee
- Underwriting Committee
- Film Committee

**SECTION 3:** Committee chairs are empowered to convene committee meetings on an as needed basis. The Board of Directors may instruct a committee to call a committee meeting.

### **ARTICLE IX: RULES OF ORDER**

**SECTION 1:** Robert's Rules of Order shall govern the proceedings of all meetings of this organization except as provided in the constitution and by-laws of this organization.

### **ARTICLE X: AMENDMENTS**

**SECTION 1:** These By-Laws may be amended by a two-thirds (2/3) majority vote of the Board of Directors present at any regular or special meeting of the Board of Directors of this organization.

### **ARTICLE XI: GENERAL**

**SECTION 1:** Auditions for each production will be publicly announced at least one week previous to said auditions.

**SECTION 2:** Membership 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 final 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 XII: DISSOLUTION**

SECTION 1: In the event that 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 by the Board of Directors.