

**BY-LAWS OF PENNSYLVANIA PLAYHOUSE. INC.**

**ADOPTED: JUNE 17, 1980**

**REVISED: JULY 10, 1990**  
**REVISED: NOVEMBER 7, 1998**  
**REVISED: OCTOBER 13, 2003**  
**REVISED: SEPTEMBER 17, 2006**

**ARTICLE I - NAME**

The name of this corporation shall be PENNSYLVANIA PLAYHOUSE, INC.

**ARTICLE II - PURPOSE**

**SECTION 1**

1. To educate and train persons in the arts of writing, directing, managing, producing and performing in plays and other stage presentations.
2. To educate and train persons in the making and preparation of scenery, costumes and other technical arts involving stage equipment and effects.
3. To produce plays and other stage presentations, and present same to the general public and/or privately.
4. To erect, reconstruct, establish, equip, maintain, manage and operate a theater for the aforesaid purposes.
5. To do and perform such other things as may be necessary or proper to accomplish said purpose.
6. To operate a theater to be known as the PENNSYLVANIA PLAYHOUSE.

**ARTICLE II - MEMBERSHIP**

**SECTION 1**

All memberships shall be a single membership with the annual dues fixed by the Board of Directors, and shall run from January 1 through December 31 of the membership year. Any change in the structure of the membership program must be approved by a simple majority the Board of Directors.

## **SECTION 2**

### **Rights of Membership**

All paid members of the Pennsylvania Playhouse are entitled to:

- a) Voting rights at annual Membership meeting or other special meetings as called by the Board of Directors.
- b) Pennsylvania Playhouse announcements and fliers;
- c) Pennsylvania Playhouse discounts, when offered; and
- d) any other Board sanctioned membership activities.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION 1**

The governing body of the corporation known as Pennsylvania Playhouse, Inc. shall consist of a Board of Directors comprised of a President, Vice President, Recording Secretary, Financial Secretary, Treasurer and ten (10) members, one (1) of which shall serve in an at large capacity, and nine (9) other members shall be divided with job functions in the following areas. Those Board members shall be heads of the following committees:

1. Education (two year term - beginning on the even year): Responsible for all educational programs, including Young Actors Studio and any other educational program.
2. Technical (two year term - beginning on the odd year): Responsible for the technical areas of the theater including the operation and maintenance of all stage, light and sound equipment, costumes and-props.
3. Building and Grounds (two year term - beginning on the odd year): Responsible for the maintenance and cleaning of the facility and grounds. Upgrades and non-emergency repairs to the facility and grounds shall be pre-approved by the Board.
4. Production (two year term - beginning on the even year): Acts as liaison between production staff and Board of Directors. Is responsible for each production adhering to any rules and regulations set by the Board including but not limited to budget control for each production and shares responsibility for production budgets with the Treasurer.
5. Front of House (two year term - beginning on the odd year): Responsible for managing concessions, lobby activities and overseeing benefit performances.
6. Public Relations and Publicity (two year term - beginning on the even year): Responsible for production programs and publicity, brochures and newsletters.

7. Community Outreach (two year term - beginning on the even year): Responsible for recruiting and managing volunteers to support all operating aspects of the theater including compiling and maintaining volunteer rosters and coordinating house managers & ushers .
8. Membership (two year term - beginning on the odd year): Responsible for recruiting members, overseeing dues and renewal process, maintaining membership data base, membership mailings, and activities involving the membership program.
9. Director of Development – (two year term - beginning on the even year)–Responsible for the annual ad and contributor campaign, gala events, grant writing, philanthropy and similar fundraising activities.
10. At Large (two year term - beginning on the odd year): Shall be an active member of the Board and serve on permanent and/or short term committees.

## **SECTION 2**

### **Election of Board Members**

The Board of Directors shall be elected at the annual meeting and shall serve a term beginning January 1.

The candidates for all Board positions must be at least eighteen (18) years of age and a member of the Pennsylvania Playhouse.

## **SECTION 3**

### **General Duties of All Board Positions**

The Board shall adopt such rules and regulations as are required to govern, as well as carry out the day-to-day operations of the organization. It shall be responsible for the enforcement of such rules and regulations, as well as the amendment of same when appropriate. Board members, as a group, shall reserve the right to renew any member and/or participant of a “Playhouse” function for disciplinary reasons, and take appropriate action to resolve the matter. Board members are expected to attend all (where possible) regular and special meetings called by the President, or his designee. Any member of the Board missing three (3) consecutive meetings or 5 meetings in a calendar year shall be subject to review by the Board for continued membership therein.

The business of the corporation shall be conducted by the Board of Directors in accord with these By-Laws. The Board of Directors has the following powers and/or duties:

- a) The Board of Directors shall have sole and complete authority to buy, sell, mortgage, lease, alter, repair or improve any real estate or real property, and shall be required to present financial statements of such transactions to the membership. The purchase or sale of real estate shall require a two-third (2/3) majority vote of the entire Board of Directors.

- b) The Board shall carry out the purposes of this corporation as set forth in these By-Laws.
- c) The Board shall oversee and approve the finances of the corporation.
- d) The Board of Directors may remove any board members for causes it deems sufficient by a two-thirds (2/3) majority.
- e) The Board may appoint special committees as need arises, fix the powers and duties of said committees, and terminate the existence of said committees.
- f) The Board of Directors shall have responsibility for the day to day operation of the corporation and shall keep records of all transactions. The Board of Directors shall report to the Membership on a yearly basis the extent of activities and transactions.

## **SECTION 4**

### **Board Meetings**

The Board of Directors shall meet on a monthly basis observing Roberts Rules of Order. Notice of regular Board meetings shall be distributed to Board members in writing at least one (1) week prior to the meeting. The notice shall be accompanied by a proposed agenda and report of the last regular meeting and reports of any special meetings. Special meetings may be called upon the written request of any three (3) members of the Board on seven (7) days notice, stating the purpose of the meeting. Emergency sessions of the Board can be called at the direction of the President of the Board of Directors. All meetings of the Board of Directors are open to the membership unless closed by action of the President. Said membership shall have no vote and will only have a voice if prearranged with the President of the Board. A quorum of the Board shall be by simple majority.

Members of the Board of Directors shall serve in the capacity to which they have been elected. They shall have the responsibility to chair, recruit members (as needed), and conduct the business for standing and special committees in accordance with the standing rules of procedure which are adopted by the membership of the Playhouse.

## **SECTION 5**

### **Filling Vacancies**

The Board of Directors shall have the power to fill any vacancies on the board by simple majority vote. The term of the original position/office will be filled by the replacement member.

## **ARTICLE V - ELECTIONS**

All positions on the Board of Directors shall be elected by a simple majority ballot of the voting membership of the Corporation present at the annual meeting.

The President shall appoint a nominating committee of the voting members at least two (2) months prior to the Annual Meeting. This committee shall consist of a Chairperson and at least two (2) other members approved by the Board, and shall present a slate of candidates for each open board seat to the Board at least one month prior to the Annual Meeting. The slate shall be published to the membership, along with the notice for the Annual Meeting, after it has received Board approval.

At the Annual Meeting, this slate of candidates will be presented, and nominations will be accepted from the floor for any elected position prior to the vote.

## **SECTION 1**

### **Duties of Elected Officers of the Board of Directors.**

- A. President (two year term - beginning on the odd year, office of President is limited to maximum of 2 terms):
1. To serve as a member of the Board of Directors;
  2. To call meetings of the Board of Directors;
  3. To preside over meetings of the Board of Directors;
  4. To prepare agendas and reports for the Board of Directors;
  5. To help determine and further the general working policy of the corporation;
  6. The President shall have the power to make emergency decisions in such situations as require immediate action and consultations with other officers or board members is not possible;
  7. The signature of the President, or designee, shall be required on all contracts and agreements binding on the corporation;
  8. To serve ex-officio on all committees; and
  9. To appoint special committees as he or she may consider necessary and desirable for the proper management of the corporation, to fix powers and duties of such committees, and to terminate the existence thereof.
- B. Vice President (two year term - beginning on the even year):
1. To serve as a member of the Board of Directors;
  2. If the corporation Presidency shall become vacant within a term, the Vice President shall serve as President for the remainder of that term;

3. To preside over meetings in the absence of the President; -
4. To assist in preparing reports for the Board of Directors;
5. Responsible for overseeing box office operations and personnel.
6. Emergency decisions may be made by the Vice President if the President is not available;
7. Other duties as the President or Board may assign; and
8. To serve ex-officio on all committees.

C. Recording/Corresponding Secretary (two year term - beginning on the even year):

1. To serve as a member of the Board of Directors;
2. To attend to all correspondence so designated by the Board of Directors;
3. To maintain a complete record of all official proceedings of the corporation;
5. All correspondence made on behalf of the Playhouse should be directed by the Board, except that correspondence which pertains to an individual committee in action; and
6. To provide notice of meetings of the corporation as required.

D. Treasurer (two year term - beginning on the odd year)

1. To serve as a member of the Board of Directors;
2. To maintain a permanent set of bookkeeping records of all financial transactions.
3. To maintain accurate banking accounts for the corporation's financial operations;
4. To be a signatory on all legal and/or financial obligations so designated by the Board of Directors; and
5. To see that all financial obligations of the Corporation are paid in a timely manner;
6. To provide monthly reports to the Board regarding all financial activity of the Corporation.
7. To assure that all required filings are made with state and federal organizations.

E. Financial Secretary (two year term - beginning on the even year):

1. To serve as a member of the Board of Directors;
2. To be responsible for the collection of all funds;
3. To arrange for the deposit of all receipts, either personally or by designated personnel, within a timely manner, and to record and file all receipts to appropriate parties.
4. To be a signatory on all legal and/or financial obligations.

## **ARTICLE VI - MEETINGS OF MEMBERS**

### **SECTION 1**

#### **Annual Meeting**

The corporation shall hold an annual meeting at such time and place as the Board of Directors shall determine. The meeting shall be for the purpose of electing the officers and Board of Directors, for the consideration of reports, and the transaction of such other business as may properly come before the meeting.

### **SECTION 2**

#### **Notice of Meeting:**

Notice of the Annual Meeting of members shall be sent by mail to all members at their addresses on the books of the corporation at least two (2) weeks before the Annual Meeting.

### **SECTION 3**

#### **Special Meetings:**

Special meetings may be held at such times and places as the Board of Directors may determine; or if five (5) voting members request, in writing, the Secretary shall call a special meeting of the members no sooner than seven (7) and no more than fourteen (14) days after the receipt of the request. This special meeting will be called to act upon the subject matter in the request.

### **SECTION 4**

#### **Proxy Voting:**

Members of the corporation may, at any annual or special meeting, vote by proxy if such proxy is voted by another member of the corporation. Such proxy must be given, in writing, designating the person entitled to exercise it. It must be signed, dated and specifically refer to the

meeting at which it is to be exercised. Members present by proxy shall be counted for voting purposes, and these written proxies must be presented to the Secretary at the meeting.

### **ARTICLE VII- AMENDMENTS**

These By-laws may be amended or revised by a two-thirds (2/3) vote of all the members of the Board of Directors at any regular meeting, or at a special meeting called expressly for the purpose of considering one or more amendments provided that a proposal setting forth the amendment to be voted on shall have been submitted in writing to every member of the Board at least two (2) weeks in advance of the meeting at which the proposed amendment is to be voted on.

Proposals for amendments or revisions may originate at any meeting of the Board of Directors at which a quorum is present, or at a meeting of the membership and by action of a simple majority of those present.

At a meeting of the Board of Directors at which a proposed amendment is to be adopted or rejected, the Board may, by majority action of those present, rework or modify the proposed amendment provided there is no change in the intent or substance of the proposal.

Members of the Board not actually present at such a meeting may vote on a proposed amendment by submitting a vote in writing in advance of the meeting.

### **ARTICLE VIII - CONFLICT OF INTEREST**

All Officers, Directors, Delegates, Committee Members and Office and Production Staff shall scrupulously avoid any conflict between their own respective individual, professional or business interests and the interests of the Playhouse in any and all actions taken by them on behalf of the Pennsylvania Playhouse in their respective capacities.

### **ARTICLE IX – DISSOLUTION**

In the event of the dissolution of the corporation, all remaining assets shall be used or distributed for educational and/or charitable purposes, in keeping with the original stated purpose of the organization, and as fall within the requirements of Section 501 (c) (3) of the Internal Revenue Code. The use of any surplus funds and/or other assets for the private inurnment of any person(s) is hereby prohibited.