

**BYLAWS**  
**for**  
**WAY OFF BROADWAY COMMUNITY PLAYERS, INC.**

**ARTICLE I – Name**

The name of this organization shall be Way Off Broadway Community Players, Inc. (WOBCP) in all instances both public and private.

**ARTICLE II – Purpose**

Section 1

WOBCP is a not-for-profit organization dedicated to promoting live theater and related arts through performances and education that increase interest in, and access to, these arts within our community.

Section 2

The principal activities of WOBCP shall consist of:

1. Producing of theatrical presentations for the general public;
2. Providing an opportunity for all volunteers interested in the theatre arts to participate in the many activities of community theatre; and
3. Engaging in and subsidizing other activities designed to foster the foregoing purposes of the organization as specified by the Bylaws.

Section 3

In the furtherance of these purposes, WOBCP may collect membership dues, admission fees, gratuities, donations, and/or bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all the powers granted by corporate law in the State of Texas.

**ARTICLE III – Fairness**

It is recognized that no set of Bylaws can cover all circumstances. In the event of an issue arising that is not covered by these Bylaws, or by the policies and procedures of WOBCP, the issue shall be decided by the Board of Directors (also referenced as “Board” in these Bylaws) on the basis of fairness, the good of WOBCP, and common sense.

**ARTICLE IV– Membership**

Section 1

Membership is open to all who are interested and willing to subscribe to the general purpose of the organization. A person becomes a member upon:

1. Completion of a completed membership application; and
2. Payment of annual membership dues or purchase of a season ticket.

### Section 2

An Annual General Meeting of the membership shall be held during the month of May each year, the actual date to be specified by the Board of Directors. All members who are 18 years of age and over and whose dues are not in arrears shall be entitled to vote at membership meetings.

### Section 3

The agenda for the Annual General Meeting shall include, but is not limited to:

1. Any proposed resolutions or Bylaws amendments submitted by the Board of Directors or by any ten members;
2. Election of the Board of Directors; and,
3. Annual reports.

### Section 4

Proxy voting for all meetings shall be made available to all Way Off Broadway Community Players members who are eligible to vote. A member who wishes to use proxy voting will need to complete the approved Way Off Broadway Community Players Proxy Voting Form, which must be signed and dated by both the member and the designated proxy. The Proxy Voting Form shall be made available to all members prior to the meeting via either electronic and/or other means of delivery. A designated proxy holder may exercise voting privileges for themselves along with a maximum of two additional members. Proxy voting will apply to all matters requiring a vote, including board elections and amendments to the Bylaws. The proxy will only be valid for the date of the meeting specified in the signed/dated proxy voting form(s). The designated proxy shall receive all voting materials for their personal vote, along with additional voting materials for each valid proxy voting form in their possession.

### Section 5

Special Membership Meetings:

1. A special membership meeting can be called by the President, four members of the Board, or ten eligible voting members (in the latter two events, only after the Secretary receives a written petition signed by the required number of persons).
2. The notice shall include the agenda of the special meeting, and no other business may be discussed or introduced.

### Section 6

Written notice of any membership meeting provided by the Secretary shall be distributed to the membership no less than two (2) nor more than four (4) weeks prior to the meeting date.

Section 7

All membership meetings are open to the public.

Section 8

For the transaction of business at a general or special membership meeting, a quorum shall consist of the members present at the meeting.

Section 9

A majority vote of those present shall pass valid motions except for Bylaw revisions or amendments which require a 2/3s majority vote of those present.

Section 10

No member may act as a representative of the organization without explicit prior written approval of the Board President.

**ARTICLE V– Organization and Management**

Section 1

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

1. Set forth all organizational policies and procedures in a standardized fashion;
2. Conduct the normal business operations of WOBCP which include approval of administrative and production budgets, contracts, and salaries;
3. Ensure that the financial needs of WOBCP are met;
4. Select the shows for production and the directors for the shows, after receiving recommendations from the Production Committee;
5. Approve a strategic plan for WOBCP after receiving recommendations from the Oversight Committee;
6. Approve any special events or outside use of the theatre and/or facilities;
7. Set ticket prices, annual membership dues, and levels of business sponsorships; and,
8. Appoint Chairs for all Standing Committees.
9. The Board must have a minimum of five members to operate. If the current number of Board members falls to that number, the Board must take action to appoint additional members to fill out vacant positions.

Section 2

The fiscal year of the corporation shall begin the first day of June each year and end the 31st day of the following May. The Production season shall run concurrently with the fiscal year.

Section 3

The Board of Directors will be elected by the membership at the Annual General Membership meeting. A slate of nominees will be presented by the Oversight Committee, and additional nominations will be taken from the floor.

#### Section 4

The Board of Directors shall be composed of four (4) officers (President, Vice President, Secretary, and Treasurer) and three (3) elected at-large Board members. In addition, the Board of Directors may, at its discretion and by majority vote, appoint up to five (5) at-large non-voting community advisors for one-year terms to serve on the Board of Directors who can help foster growth and standing in the community. The immediate Past-President may also be asked to serve for one year as an ex-officio (non-voting) member of the Board of Directors by a majority vote of the current Board.

#### Section 5

Officers shall be elected for a term of one year each. At-large Board members elected by the membership shall serve staggered two year terms so that only one-half of their number shall complete a term within any one fiscal year. Appointed at-large Board members shall serve until the end of the fiscal year for the position to which they are appointed.

#### Section 6

When an elected Board Member's position becomes vacant (including their election to serve as an Officer), the position shall be filled by appointment of the Board, except in the case of the President, when the Vice President shall finish the term of President.

#### Section 7

Board members shall have the following duties:

1. The President shall, in general, supervise the business and affairs of WOBCP; preside at all meetings of the general membership and of the Board of Directors; serve as the official representative of WOBCP; shall serve as an ex-officio member of all committees; shall appoint such temporary committees and chairs as deemed necessary to the accomplishment of the goals of WOBCP; may sign, along with other authorized members of the Board, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed; and in general, shall perform all duties as may be prescribed by the Board of Directors from time-to-time.
2. The Vice President shall assist the President in supervising the affairs of WOBCP; and shall serve in the place of the President in case of absences or inability to serve.
3. The Treasurer shall be the custodian of all funds and securities of WOBCP; shall be responsible for prompt payment of all bills and depositing of all monies; shall be responsible for maintaining insurance policies approved by the Board; shall be responsible for the timely filing of all necessary Federal, State, and Local tax returns for WOBCP; shall keep a regular set of books of accounts and submit them, together with all vouchers, receipts, records and other papers to the Oversight Committee to be reviewed or audited annually or as often as they may require; shall be available to the Oversight Committee as needed; shall assist other Board members and committee chairs with financial issues relating to their duties; shall present a monthly financial report to the Board of Directors; shall present an annual budget developed by the Board and a yearly report to the membership at the Annual General Meeting; and shall perform all other duties as are incident to this office. The

Treasurer shall perform the duties of the President in the absence of the President and Vice President.

4. The Secretary shall be responsible for: keeping the minutes and recording the votes of all Board and membership meetings and providing such to be shared with the membership; keeping records of correspondence; issuing notices of all Board and general membership meetings; have charge of all corporate books, records and papers, other than financial relating to WOBCP; and performing all other duties as are incident to this office. The Secretary shall perform the duties of the President in the absence of the President, Vice President and Treasurer.
5. At-large Board members shall provide personal support to and assistance with all WOBCP activities and shall be available to chair and/or serve on committees.

#### Section 8

No member of the Board of Directors may be admitted, directly or indirectly, to any financial share of benefit arising from WOBCP business or programs, nor shall they own or acquire interest in any property contract, or proposed contract which would conflict with the performance of their duties as members of the Board of Directors. In the event that a Board member has a financial interest in a company wanting to bid on contracts or services for WOBCP, that Board member must recuse themselves from discussions and decisions about the bid or contract. Nothing herein shall be construed to preclude any member from receiving reimbursement for properly documented expenses incurred for the purpose (as denoted in Article II) of WOBCP or compensation for services provided, providing they complete the required reimbursement forms.

#### Section 9

Officers and at-large Board members shall be elected at the Annual General Meeting by a simple majority of the members present. Their term will begin the first of the month following the election.

#### Section 10

Meetings of the Board of Directors shall be held at least once each quarter, as set by the Board of Directors. These meetings will be open to non-Board members.

#### Section 11

Removal from Office:

1. Any Board member missing three total, or two consecutive, regularly scheduled Board meetings within a fiscal year shall forfeit their board membership unless waived by the Board due to extenuating or special circumstances.
2. Any Board member not performing their duties as outlined in these Bylaws or in the Policies and Procedures Manual shall be subject to removal from the Board upon majority vote of the remaining Board members.
3. Any Board member who is not current with their dues shall forfeit their board membership. The member will be given notice and will have the opportunity to pay the dues within two weeks in order to retain their position on the Board.

#### Section 12

Any member except the President wishing to resign as a member of the Board shall give one month's written notice of their intention to do so. The President shall give two weeks written notice to the Board of their intention to do so.

Section 13

A quorum of any meeting of the Board of Directors shall be a majority of the Directors (officers and elected at-large members) then in office.

Section 14

The Board of Directors shall keep Directors and Officers Liability insurance in force for the duration of the corporation.

**ARTICLE VI – Committees**

Committees and their activities (standing and ad hoc) are subject to oversight and approval by the Board of Directors and will report regularly to the Board on their activities. Every committee shall have established policies and procedures (see Article VII Policies and Procedures). Any questions about overlap in committee responsibilities shall be resolved by the Board of Directors. Board members are eligible to serve on or chair any committee, unless otherwise restricted within these Bylaws. The Board may establish, terminate, or modify standing committees.

**ARTICLE VII – Policies and Procedures**

The Board may establish, terminate, or modify policies and procedures (including Committee policies and procedures), to be known as the WOBCP Standard Operating Policies and Procedures, which shall serve as detailed guidelines for WOBCP. In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board and be reflected in the minutes.

**ARTICLE VIII – Amendments**

Section 1

Amendments to these Bylaws may be proposed by any member to the Oversight Committee or to the Board of Directors (See Article VI, Section 1.4). If the Board does not approve the recommended amendment(s), a petition signed by ten current members may call for a special membership meeting as specified in Article IV, Section 5 to vote on the proposed amendment(s).

Section 2

These Bylaws may be amended by a 2/3s majority affirmative vote of those members present at a general, special, or annual meeting, provided that written notice of the proposed action was provided to the members as required by Article IV, Section 3, 4 and 5.

**ARTICLE IX – Rules of Order**

Robert's Rules of Order, Newly Revised, shall govern WOBCP in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

**ARTICLE X – Duration**

The duration of WOBCP is intended to be perpetual. In the event that dissolution is necessary for any reason, assets shall be distributed for one or more of the exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court or Competent Jurisdiction of the county in which the principal office of the corporation 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.