

Orange Park Community Theatre
By Laws
Adopted May 10, 2007

ARTICLE I

NAME

This Corporation shall be known as The Orange Park Community Theatre, Inc., a non-profit Florida Corporation.

ARTICLE II

PURPOSES

The general nature of the objectives and purposes of this Corporation shall be to perpetuate live theater entertainment and thereby promote the cultural, educational, literary, civic, and philanthropic welfare of the community.

ARTICLE III

OFFICERS

Section 1. The Officers of the Corporation shall consist of the President, Executive Vice President, First Vice President, Second Vice President, Secretary, and Treasurer (appointed position).

Section 2. Duties of the President:

- A. Preside at all meetings of the Board of Directors, the Annual Meeting and any Special Meetings of the Members.
- B. Make all committee appointments not provided for otherwise in these bylaws.
- C. Be a Member, ex-officio, of all committees except the Nominating Committee.
- D. Perform all duties usually pertaining to the office of President, which shall include the general overseeing of all activities on a continuing basis.
- E. Shall, with the concurrence of the Board of Directors, appoint an audit committee to perform an independent annual audit at the end of each fiscal year.
- F. Shall sign for the Secretary, if necessary, all documents relating to the business transactions of the Corporation, and shall sign all checks for the Treasurer, if necessary.

Section 3. Duties of the Executive Vice President:

- A. In the absence of the President, preside at all meetings of the Board of Directors, The Annual Meeting and any Special Meetings of the Members.
- B. Serve as Play Production Committee Chairman.
- C. Serve as Play Selection Committee Chairman.
- D. Be a Member, ex-officio, of all committees except the Nominating Committee.

Section 4. Duties of the First Vice President:

- A. In the absence of the President and Executive Vice President, preside at all meetings of the Board of Directors, The Annual Meeting and any Special Meetings of the Members.
- B. Serve as Fund Raising Committee Chairman

Section 5. Duties of the Second Vice President:

- A. In the absence of the President, Executive Vice President, and First Vice President, preside at all meetings of the Board of Directors, The Annual Meeting and any Special Meetings of the Members.
- B. Serve as Membership Committee Chairman.
- C. Provide a list of Members in good standing to the President at the Annual Meeting.

Section 6. Duties of the Secretary:

- A. Carry on necessary correspondence of the Corporation and shall sign all documents relating to the business transactions of the Corporation.
- B. Record the minutes of regular and special meetings noting Officers and Directors at Large in attendance and provide necessary copies to the Board of Directors at each regular meeting.
- C. Maintain a file of all correspondence and all official legal documents of the Corporation.
- D. Retain custody of the seal of the Corporation.

Section 7. Duties of the Treasurer:

- A. Conduct all normal financial transactions, monitor and deposit all monies and be custodian of all funds and securities of the Corporation.
- B. Keep a record of all financial accounts of the Corporation and provide copies of necessary financial reports to the Board of Directors at each regular meeting.
- C. Recommend financial institutions for all funds and securities.
- D. File reports and returns for all governmental agencies.
- E. Be responsible for submitting current signature cards upon assumption of office.
- F. Monitor the financial operations of the Box Office Committee and Concessions Committee.

ARTICLE IV

DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, immediate Past President (for a one-year term immediately following his/her departure from office), and Directors at Large who are elected by the Members of the theatre at the Annual Meeting. The Board of Directors shall determine the number of Directors at Large on the Board of Directors.

Section 2. The Board of Directors shall transact all business of the Corporation not otherwise delegated to the Officers. It shall determine the policies, fiscal matters and in general, assume responsibility for the guidance of the affairs of the Corporation. In the event circumstances dictate that a meeting of the Board of Directors cannot be called, the President is empowered to conduct urgent business by means of a telephone poll of a quorum of the Board of Directors. The results of this poll shall be reported at the next meeting and recorded in the minutes. The report shall consist of at least the following: the question voted upon, the Officers and Directors at Large contacted, each individual response and the action taken.

Section 3. A quorum of the Board of Directors shall consist of a majority of the Board of Directors. The act of a majority of the Board of Directors present at a meeting when a quorum is present, shall be considered as an act of the entire Board of Directors.

Section 4. The Board of Directors shall meet monthly in accordance with Article V Section 2.

Section 5. For any reason deemed sufficient by the Board of Directors, and upon approval by a vote of the majority of the Board of Director on a proper motion, the Board of Directors may designate any power or duty of any Officer or Office with the exception that no Officer or Office shall execute or verify any instrument in more than one capacity.

Section 6. The Board of Directors shall approve all investments of funds of the Corporation.

Section 7. Honorary Membership on the Board of Directors shall be awarded to such deserving persons as shall be proposed by the Nominating Committee and approved by the Members at the Annual Meeting. This is a non-voting position with no special privileges other than recognition given for said position.

Section 8. In the event a member of the Board of Directors misses three (3) consecutive meetings or five (5) total meetings during a fiscal year, the Board of Directors shall take that Officer / Director's status under advisement, and, if deemed in the best interests of the Corporation, that Officer / Director may be dismissed from the Board of Directors by a majority vote of the Directors present at the next scheduled meeting of the Board of Directors. The Secretary shall notify that Officer / Director by correspondence of any action taken by the Board of Directors.

Section 9. In the event a member of the Board of Directors conducts himself in a manner contrary to the best interests of the Corporation, the Board of Directors shall take that Officer's / Director's status under advisement, and, if deemed in the best interests of the Corporation, that Officer / Director may be dismissed from the Board of Directors by a three-fourths majority vote of the Directors present at the next scheduled meeting of the Board of Directors. The Secretary shall notify that Officer / Director by correspondence of any action taken by the Board of Directors.

Section 10. Vacancies, which may occur by resignation, removal, or death, shall be filled by an appointment by the President with the approval of a majority of the remaining members of the Board of Directors and the new Director shall serve the remainder of the unexpired term.

Section 11. Voting Rights of the Board of Directors: The appointed position of Treasurer shall have full voting rights at any meeting of the Board of Directors. If two or more members of the same household shall hold a combination of positions as Officer, immediate Past President or Director at Large, then those members shall have only 1 vote per household on any matters brought before the Board of Directors.

ARTICLE V

MEETINGS

Section 1. The Annual Meeting of the Members of this Corporation shall be held during the month of May at a time and place to be designated by the Board of Directors with sufficient notice to the Members. Advance publication in the Stage Whisper is considered sufficient notice. The object of the meeting shall be to receive reports of the Officers and standing committees and to elect the Officers and Directors at Large who may be subject to election at the time. A quorum of the Members at the Annual Meeting shall consist of those Members in good standing, as defined by Article VI, who are present. The Annual Meeting of the Members shall be conducted according to Robert's Rules of Order.

Section 2. Regular meetings of the Board of Directors shall be held monthly at a time and place to be designated by the Board of Directors with sufficient notice to the Members of such meeting. Advance publication in the Stage Whisper is considered sufficient notice. These monthly meetings of the Board of Directors shall be conducted according to Robert's Rules of Order.

Section 3. The President shall be empowered with the authority to call special meetings of the Board of Directors upon notice given at least one week in advance of the meeting unless the members of the Board of Directors give waiver of notice at the previous regular meeting of the Board of Directors.

Section 4. The President shall be required to call a Special Meeting of the Members of this Corporation when presented with a petition for such a meeting signed by at least 10 Members of the Theatre in good standing who have been Members for at least two years. Such petition

must enumerate the purpose(s) for which the meeting is to be called and the President is required to include these items on the agenda. This meeting shall be called not sooner than one week nor later than one month after the presentation of the petition and may coincide with a regular monthly meeting of the Board of Directors.

Section 5: If the Annual Meeting date coincides with a play rehearsal, the rehearsal will be cancelled. Any entertainment provided at the Annual Meeting shall not consist of any material from a production from the current years productions.

ARTICLE VI

MEMBERSHIP

Section 1. To be accepted into and to maintain status as a Member in good standing, each Member is required to pay annual dues in an amount specified by the Board of Directors. Dues are non-refundable and expire one year from date of payment. A member is defined as an Active Member, a Season Ticket Holder, and those members defined in Article VI, Section 2.

Section 2. Special Friends of the Corporation are defined as: Perpetual Angels, Benefactors, Patrons, Angels and Sponsors. The monetary level of support for each category shall be defined by the Board of Directors and reviewed annually. The provisions of Section 1 regarding dues shall also apply to these categories. Special Friends of the Corporation are automatically regarded as Member(s) and shall receive all privileges granted any other Member. Perpetual Angels, Benefactors, Patrons and Angels shall receive two season tickets to all main stage productions for each year, as a token of appreciation for their support. Sponsors shall receive one season ticket to all main stage productions for each year they qualify as a token of appreciation for their support.

Section 3. Each Member who has reached the age of 18 years as of the date of the Annual Meeting is entitled to one vote at the Annual Meeting. Each Special Friend of the Corporation shall be considered a Member with full voting rights as any Member. A Member must be present to vote, no proxy votes will be accepted.

ARTICLE VII

ELECTIONS AND TERMS OF OFFICE

Section 1. Elections to fill the positions of Officers (with the exception of the Treasurer, an appointed position) and Directors at Large to positions, which shall be vacant, shall be held by ballot at the Annual Meeting in May of each year. Nominees as an Officer shall have been a member of the Board of Directors in good standing for any two-year period (unless waived by a majority vote of the Directors present at a scheduled meeting of the Board of Directors). Nominees as a Director at Large shall have been a Member in good standing for a period of one year. Nominees as an Officer or Director at Large shall have reached the age of 18 years as of the date of their election / nomination.

In order to stagger the terms and maintain a degree of experience and continuity at all times the following election schedule shall apply:

- A. In even years, the President, Executive Vice President, Secretary, and one-half of the Board of Directors shall be elected for a two-year term.
- B. In odd years, the First Vice President, Second Vice President, and the other half of the Board of Directors shall be elected for a two-year term.

Section 2: Nominations for Officers and Director at Large shall consist of those individuals nominated by the Nominating Committee as provided for under ARTICLE IX. Additional nominations for Officers and Directors at Large may be made, at the Annual Meeting from the floor, by any Member over the age of 18 years as of the date of the Annual Meeting.

Section 3: No Member may be nominated for more than one Office (President, Executive Vice President, First Vice President, Second Vice President or Secretary) at any one election. No Member may be nominated as both an Officer and as a Director at Large at any one election. A Director at Large with an unexpired term as a Director at Large, who is elected as an Officer, shall immediately resign his/her position as Director at Large. In said event, the person receiving the next most votes for Director at Large from the ballots shall succeed to the unexpired term just vacated.

Section 4: No person shall be nominated without the Nominating Committee or the nominator's having first obtained authorization of the nominee, in writing, that his/her name may be submitted. Said approvals will be submitted to the Chairman of the Nominating Committee prior to the distribution of the election ballots.

Section 5: The Chairman of the Nominating Committee shall conduct the election and provide the results to the President. The President shall announce the results of the elections.

Section 6: Each Officer shall hold office for a term of two years and may succeed himself once, save the Treasurer. Each Officer who was appointed to fill the unexpired term of an Officer shall, following the completion of that unexpired term, be eligible to be re-elected to that same office for a term of two years and may succeed himself once.

Each Director at Large shall hold office for a term of two years and may succeed himself once. Each Director at Large who was appointed to fill the unexpired term of a Director at Large shall, following the completion of that unexpired term, be eligible to hold office as a Director at Large for a term of two years and may succeed himself once.

Section 7: Newly elected Officers and Directors at Large shall assume their duties and responsibilities on July 1st. They shall be formally installed at the Beaux Arts Ball.

ARTICLE VIII

APPOINTED POSITIONS

Section 1. The Treasurer shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. Qualifications of the Treasurer should include knowledge of accounting and access to a computer with accounting software capable of producing financial reports.

Section 2. The Stage Whisper Editor shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. Qualifications of the Editor should include access to a computer and publishing software.

Section 3. The Chairman of Public Relations shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. This position shall be responsible for all publicity and media relations of the Corporation. The Chairman of Public Relations shall appoint the WebMaster. Qualifications for the position of WebMaster include access to a computer and

knowledge of the construction and maintenance of web sites. The WebMaster shall be responsible for the maintenance of the Corporation's web site.

Section 4. The Head Electrician shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. Qualifications of the Head Electrician should include training as a licensed electrical contractor. The Head Electrician will advise the Corporation on all electrical matters pertaining to installed items or items to be installed.

Section 5. The House Manager shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. The House Manager shall be responsible for opening and closing the house, as needed, maintaining house keeping of the lobby, restrooms, dressing rooms and other duties as assigned by the President. The position of House Manager shall be contracted.

Section 6. The Historian shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors. The Historian shall serve as Chairman of the Historical Committee.

Section 7. The Chairmen of the following Committees shall chair their respective committees. They shall be appointed by the President, and shall be confirmed by a majority vote of Directors present at the next scheduled meeting of the Board of Directors.

- A. Building and Grounds Committee Chairman
- B. Bylaws Committee Chairman
- C. Nomination Committee Chairman
- D. Beaux Arts Ball Committee Chairman

Section 8. The Chairmen of the following Committees shall chair their respective committees. They shall be appointed by the Executive Vice President, and shall be confirmed by a majority vote of Directors present at the next scheduled meeting of the Board of Directors.

- A. Light and Sound Committee Chairman
- B. Wardrobe and Properties Committee Chairman
- C. Benefits Committee Chairman
- D. Set Construction and Decoration Committee Chairman
- E. Reservations Committee Chairman

Section 9. The Chairmen of the following Committees shall chair their respective committee. They shall be appointed by the First Vice President, and shall be confirmed by a majority vote of Directors present at the next scheduled meeting of the Board of Directors.

- A. Grant Writing / Capital Campaign Committee Chairman
- B. Program Ad Sales Committee
- C. Fund Raising Committee Chairman.
- D. Scholarship Committee Chairman.

Section 10. The Chairmen of the following Committees shall chair their respective committee. They shall be appointed by the Treasurer, and shall be confirmed by a majority vote of Directors present at the next scheduled meeting of the Board of Directors.

- A. Box Office Committee Chairman
- B. Concession Committee Chairman

Section 11. Other appointments may be made by the President as deemed necessary. In each case they shall be nominated by the President and approved by the Board of Directors and serve at the pleasure of the Board of Directors.

ARTICLE IX

COMMITTEES

Section 1. The following committees will be considered essential for conducting the business of the Corporation. As the needs of the Corporation change, additional committees can be formed at the discretion of the Board of Directors. A Committee shall consist of a Chairman and at least two Members. The Chairman shall appoint all Members. The terms of the Chairman and Members of Committees shall expire with the expiration of the Officer that appointed the Chairman.

A. Executive Committee: Shall consist of the Officers of the Corporation and Directors at Large designated by the President.

Responsibilities of the Executive Committee shall be:

* To establish the agenda for the Board of Directors meetings.

* To develop and maintain Standard Operating Procedures for the day-to-day operating policies of the theater.

* To be a clearinghouse for problems that may arise within the Corporation and recommend solutions to the Board of Directors.

B. Play Production Committee: Solicit interest for the position of Producer and Director for each main stage production; solicit interest for the position of Director for each reader's theater production, one act play or workshop production; and solicit interest for Instructor and Assistant Instructor for any Teen or Adult classes. Propose said persons to the Board of Directors for confirmation by a majority of the Board of Directors present at the next scheduled meeting of the Board of Directors. The Committee shall also obtain royalty permission for all productions, and maintain the OPCT Production Manual.

* No Director shall cast themselves in a major role in any production. If special circumstances arise, the Director shall first obtain permission of the Play Production Committee.

C. Play Selection Committee: Will consist of a minimum of two and not more than five Members selected by the Chairman and reported to the Board of Directors at the first meeting after selection. The committee shall select for approval by the Board of Directors the required number of plays for the following year plus two alternatives for consideration. The Executive Vice President shall report the recommended plays, Directors and schedule of performances by the March meeting of the Board of Directors of each year.

D. Fund Raising Committee: Shall coordinate Fund Raising efforts for the Theatre.

E. Scholarship Committee: Shall be responsible for evaluating qualified candidates who are enrolled in a Theatre Arts program and recommending to the Board of Directors a student to receive the annual award.

F. Beaux Arts Ball Committee: Shall be responsible for selecting site, entertainment, and food for the annual ball.

G. Membership Committee: Assist the Second Vice President in obtaining new Members. Shall be responsible for maintaining a current master database, which shall include, but not be limited to, Members in good standing.

H. Historical Committee: Shall be responsible for contacting the Director of each show to obtain vital memorabilia. Shall keep a scrapbook current with all newspaper articles and other such publicity of all productions.

- I. Building and Grounds Committee: Shall be responsible the maintenance and beautification of Corporate buildings and grounds.
- J. Bylaws Committee: Shall review the standing bylaws of the Corporation as necessary. Any changes or modifications to the existing bylaws will be presented at the next Annual Meeting.
- K. Nominating Committee: The President shall appoint a past President, if available, else a Director at Large in good standing, as Chairman of the Nominating Committee at the February Board of Directors meeting. The Chairman shall select four additional Members for this committee subject to approval by the Board of Directors. The committee shall propose a slate of Officers and Directors at Large for those positions which are becoming vacant. The Nominating Committee is encouraged to present at least 2 nominees for each office, if possible. The slate shall be presented at the March Board of Directors meeting and published in the April Stage Whisper.
- L. Light and Sound Committee: Shall be responsible for maintaining all light, sound and video production equipment. Shall also maintain a library of all light, sound and video equipment manuals and documentation. The Head Electrician shall be an ex-officio member of this Committee.
- M. Wardrobe and Properties Committee: Shall be responsible for maintaining and cataloging all Corporation costumes and properties.
- N. Benefits Committee: Shall be responsible for reviewing and recommending requests for benefit performances to the Board of Directors.
- O. Set Construction and Decoration Committee: Shall be responsible in coordination with the Director, for design, building and decoration of all Sets for any stage production. Shall be responsible for maintaining and cataloging all Corporation set construction materials and decorations.
- P. Program Ad Sales Committee: Shall be responsible for selling advertising in the program, obtaining all artwork and submitting same to the program printer.
- Q. Reservations Committee: Shall be responsible for scheduling and confirming reservations and providing the reservation list to the Box Office Committee.
- R. Grant Writing/Capital Campaign Committee: Shall be responsible for seeking sources of and writing proposals for grants and donations to fund OPCT's expansion projects.
- S. Box Office Committee: Shall be responsible for appointing ushers and dispense programs. Shall collect monies for admissions, dispense tickets, reconcile cash with reservation list and tickets dispensed, and deposit monies.
- T. Concession Committee: Shall be responsible for purchasing Opening Night hors d'oeuvre and all refreshments sold. Shall collect monies from sales and donations and deposit monies.