

**RESTATED BY-LAWS OF BUCK CREEK PLAYERS, INC.**

**(An Indiana Corporation)**

Revised September, 2023

**ARTICLE I**

**NAME**

**Section 1.1. Name.**

The name of this Corporation shall be Buck Creek Players, Inc., hereinafter referred to as “the Corporation.”

**ARTICLE II**

**PURPOSE**

**Section 2.1. Purpose**

The purposes of the Corporation are:

- (a) To provide volunteer talent a vehicle for presenting quality theater arts programs to entertain and educate the community according to the Corporation’s Mission Statement.
- (b) To perform any purpose for which nonprofit corporations are authorized under the Nonprofit Corporation Act of 1991, herein after referred to as “the Act”.

**ARTICLE III**

**MEMBERSHIP**

**Section 3.1. Member**

A **Member** is a person who is at least 18 years of age and attends at least one of four membership meetings, or serves on the Board of Directors, a committee, or a show production staff, during the fiscal year. With the exception of a Community Member of the Board of Directors as defined in Section 6.3.(c), every Member must, before August 1<sup>st</sup> of the current fiscal year, pay the annual membership fee established per Membership Category by the Board of Directors. As stated in Section 6.3.(c) a Community Board Member is not required to pay the established annual membership fee. The number of Members shall be unlimited.

**Section 3.2 Membership Categories**

Membership is not transferable.

(a) **Individual Membership** includes one (1) Member as defined in Section 3.1.

(b) **Household Membership** includes two (2) Members as defined in Section 3.1., both of whom reside in the same household.

(c) **Community Board Member Membership** includes one (1) Member as defined in Section 6.2.(c).

(d) **Board Member Emeritus Membership** is a title and status conferred by the Board of Directors to recognize meritorious service of a former Board member who served ten (10) or more years on the Board. Individuals honored with this title and status are not required to pay the established annual membership fee.

### **Section 3.3 Rights of Members:**

(a) Every Member shall:

1. Have the right to resign at any time.
2. Have the right to advance or loan money to the Corporation. The member and Corporation may agree upon the time and conditions for the return or repayment of the advance or loan. If there is such an agreement, the member may not receive more than the principal amount of the money advanced or loaned, together with reasonable interest. The rate of interest shall not exceed the market rate, whether fixed or variable, otherwise available without premium to the Corporation under the same circumstances at the time of the advance or loan.
3. Have one (1) vote on any matter requiring a vote by the Members.

(b) Except as noted in Section 4.7, a Member may vote, in person or by proxy, upon each subject properly submitted for a vote.

(c) No proxy shall be deemed operative unless and until signed by the member and filed with the corporation in accordance with governing procedures.

### **Section 3.4. Expulsion, Suspension or Termination.**

A Member may be expelled, suspended, or terminated from membership for Just Cause.

(a) **Just Cause includes**

1. Fraud;
2. Unethical behavior
3. Mismanagement; or
4. Acts which adversely impact the reputation of the Corporation. Just cause does not include conflicts of personality or general conflicts between staff, cast, and crew. Conflicts of personality and general conflicts are managed according to the policies or procedures outlined in the Standing Rules of the Corporation.

**(b) Written Complaint:**

A written complaint shall be presented to the Board of Directors detailing the act(s) and person(s) involved, and with any supporting documentation attached.

Upon receipt of the written complaint, the Board of Directors shall:

1. Hold a meeting of the Board of Directors for the purpose of reviewing the written complaint within ten (10) business days of receipt of the complaint.
2. Review the complaint and determine whether the complaint meets the Just Cause criteria as set forth in Section 3.4 (a).

3. (a) If the complaint meets the Just Cause criteria, the Board shall form a Grievance Committee.

(b) If the complaint does not meet the Just Cause criteria, the Secretary shall, within two (2) business days following the meeting, notify the person(s) involved in the complaint of the determination and refer the issue to the appropriate person(s) as outlined in the Standing Rules of the Corporation.

**(c) Grievance Committee:**

If the complaint is found to meet the Just Cause criteria as outlined in 3.4 (a), the Board of Directors shall convene a Grievance Committee. The committee shall consist of:

1. An Officer of the Board of Directors,
2. One Member-at-Large of the Board of Directors, and
3. At least one (1) but no more than three (3) Members of the general membership. No person can serve on the Grievance Committee who is accused in the complaint, has direct knowledge of the incident, or has any other conflict of interest. The Officer shall serve as the chair of this committee.

**(d) Review and Timing:**

The Grievance Committee shall:

1. Immediately give written notice to the member(s) accused and give said member(s) ten (10) business days from when the written notice was mailed to the accused to respond in writing.
2. Convene a committee at the end of that ten (10) day period or upon receipt of the response, and the committee will consider all claims, and (if necessary) conduct a meeting with all parties involved.
3. Submit to the Board of Directors a summary of the findings of the committee and a recommendation within two (2) business days from the time the committee concluded its review.

**(e) Conclusion and Determination:**

Upon receipt of the report and recommendations from the Grievance Committee, and no longer than ten (10) business days after receipt, the President of the Corporation shall convene a

meeting of the Board of Directors. The Board of Directors shall review the summary of findings and recommendation from the Grievance Committee.

The Board of Directors shall then take a vote on expulsion, suspension, or termination of the member(s) noted in the complaint. The vote shall be as follows:

1. If expulsion, suspension, or termination of the member(s) is recommended, the Board of Directors may decide by a three-quarters (3/4) vote that the proposed expulsion, suspension, or termination be approved and implemented.
2. If the vote is less than three-quarters (3/4) for expulsion, suspension, or termination, the person(s) involved in the complaint will remain in good standing subject to the following:
  - a. The Board of Directors may place a condition(s) regarding continued involvement for a period of up to one (1) year from the determination for any person(s) involved in the complaint.
  - b. Conditions may include a predetermined restriction on participation and/or predetermined action(s) for repeat issues or actions noted as part of the grievance review.
  - c. Conditions may not include automatic expulsion, suspension, or termination of the member.
  - d. Conditions must be approved by a three-quarters (3/4) vote of the Board of Directors. The Secretary shall, within two (2) business days following the meeting, notify the person(s) involved in the complaint of the determination. After the decision has been made and all parties notified, all materials that were submitted shall be sealed and stored in a secured area in the Corporation's offices.

## **ARTICLE IV**

### **MEMBERSHIP AND COMMITTEE MEETINGS**

#### **Section 4.1. Procedures.**

Robert's Rules of Order shall be accepted as the standard for meeting procedures.

#### **Section 4.2. Membership Meetings.**

The Corporation shall hold quarterly Membership Meetings for any of the following purposes:

- (a) Electing the Board of Directors.
- (b) Receiving and reviewing reports of committees, activities, and financial condition of the Corporation.
- (c) Approving the proposed productions.
- (d) Transacting any other business as may come before the meeting.

### **Section 4.3. Special Membership Meetings.**

- (a) Special meetings of Members may be called by:
1. The President;
  2. A majority of the Board of Directors or;
  3. Not less than one-third (1/3) of the Members, to consider and act upon matters as may be raised consistent with the notice requirements.
- (b) A call for a special meeting pursuant to Section 4.3.(a)(2) and Section 4.3.(a)(3) must be in writing, delivered to the Corporation's President, state the purpose of the meeting, and:
1. if called under Section 4.3.(a)(2), signed by a majority of the Board of Directors.
  2. if called under Section 4.3.(a)(3), signed by at least one-third (1/3) of the total Membership as recorded by the corporation at the close of business on the last day of the month preceding delivery.
- (c) The Secretary of the Corporation will give notice of the special meeting's date, time, and place within (30) days of receipt of the written demand. Only those matters that are within the purposes described in the meeting notice may be conducted at a special meeting of Members.
- (d) Special meetings of members called by the President or majority of the Board of Directors must give Members notice ten (10) business days before such a meeting with purpose, date, time, and place.

### **Section 4.4. Notice**

- (a) The Corporation shall give notice of the annual and special membership meetings called by the President or Board of Directors, by either first class mail, e-mail, social media, or phone call not less than ten business (10) days before the meeting date. The notice of the meeting shall include a description of the purpose and a description of any matter(s) that must be approved by the Members.
- (b) Proposed By-Laws changes shall be published thirty (30) days prior to the membership meeting when the changes will be presented to members for a vote of approval. By-Laws will be considered published if Members are made aware of their availability via U.S. Mail, e-mail, social media, or phone call, and the proposed changes are made available at the Corporation's website or in hard copy at the Corporation's offices.

### **Section 4.5. Voting List.**

The Nominating Committee, with the help of the Secretary and Treasurer, shall maintain a voting list of Members as defined in Section 3.1.

### **Section 4.6. Quorum for Membership Meetings.**

- (a) For a quarterly Membership Meeting, the quorum shall be one-third (1/3) of the Members. Voting by proxy is permitted.

(b) Except as specified in Section 4.7.(c), quorum for a Special Membership Meeting called by the Members shall be one-half (1/2) of the Members. Voting by proxy is permitted.

(c) For a Special Membership Meeting called by the Members for the purpose of removing one or more members of the Board of Directors, quorum shall be two-thirds (2/3) of the Members. Voting by proxy is not permitted.

(d) For a Special Membership Meeting called by the President or the Board of Directors, quorum shall be one-third (1/3) of the Members. Voting by proxy is permitted.

#### **Section 4.7. Committee Meetings.**

(a) Committee chairperson(s) shall decide the frequency of meetings in consultation with committee members, and as appropriate for the committee.

(b) The chairperson(s) shall report the committee meeting agendas and summarize all committee activities to the Board of Directors as appropriate for the committee.

### **ARTICLE V**

#### **COMMITTEES**

##### **Section 5.1. Standing Committees.**

The Board of Directors shall establish committees as needed. The following shall be the standing committees of the Corporation:

(a) The Executive Committee is accountable to the Board of Directors and shall report back to the full Board on all its activities. The Executive Committee may not authorize expenditures or enter into contracts on behalf of the organization, and it shall be responsible for:

1. Meeting between Board meetings as necessary to resolve highly sensitive or urgent matters when calling an emergency board meeting is impractical or will not result in a quorum, and
2. Researching consequential issues that do not fall within the domain of an established committee, then presenting related findings and insights to the full Board.

(b) The Finance Committee shall be responsible for:

1. Budgets and fees, and
2. Box Office.

(c) The Program Development Committee shall be responsible for

1. Play Selection, and
2. Workshop Development.

(d) The Nominating Committee shall be responsible for ongoing Board recruitment and annual elections.

(e) The By-Laws Committee shall be responsible for periodically reviewing and proposing revisions of the Corporation's By-Laws when appropriate.

### **Section 5.2. Committee Duties.**

The committee duties for each established committee are outlined in the Standing Rules of the Corporation.

### **Section 5.3. Committee Membership and Board Liaison.**

- (a) A Member may serve on more than one committee.
- (b) The Board liaison of the Finance Committee shall be the President of the Corporation.
- (c) The Finance Committee Chair shall be selected by the Board of Directors of the Corporation.
- (d) The Board liaison of the Nominating Committee shall be the Vice President of the Corporation.
- (e) The Nominating Committee Chair shall be selected by the Board of Directors of the Corporation.
- (f) The Chairperson and/or Board liaison of the By-Laws Committee shall be the Vice President of the Corporation.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **Section 6.1. General Power.**

The Board of Directors shall:

- (a) Direct the business affairs of the Corporation.
- (b) Maintain policy, including establishing the annual membership fees, subject to the approval of the Members.
- (c) Maintain the Standing Rules of the Corporation with notice to the Members at the membership meeting following the Board of Directors action. The Standing Rules may be changed as needed and appropriate with an immediate effective date.

#### **Section 6.2. Board Composition.**

The number of Directors shall be not more than twelve (12) Members, and shall consist of:

- (a) Four (4) elected Officers as defined in Section 7.1., except as noted in Section 6.7.
- (b) Four (4) Directors who are elected to a two-year term by the Membership, except as noted in Section 6.7., and who are known as Board Members-at-Large.

(c) Up to four (4) Directors who are appointed by the Board of Directors and known as Community Board Members. Community Board Members shall serve indefinite terms on the Board of Directors and need not otherwise be members of the Corporation. As long as they are Community Members of the Board of Directors, they shall be considered a Member with all the rights and privileges thereof.

### **Section 6.3. Election.**

Not more than eight (8) Directors shall be elected by a majority of votes cast by Members at a Membership Meeting held in accordance with the provisions of Article 4. If there are no vacancies on the Board, the President, Treasurer, and two (2) Board Members-at-Large are elected in odd numbered years (2023, 2025, etc.), and the Vice President, Secretary and two (2) Board Members-at-Large are elected in even numbered years (2024, 2026, etc.). Up to an additional four (4) Community Board Members shall be appointed by a majority of votes cast by the Board at a Board of Directors Meeting.

### **Section 6.4. Terms of Office.**

Except as provided for in Section 6.7., each elected Officer and Director shall hold office for a term of two (2) fiscal years or until a successor Officer or Director is elected or appointed. Each elected Director shall be eligible for re-election unless otherwise specified in Section 7.2.

### **Section 6.5. Resignation.**

(a) A Director may resign at any time by delivering written notice to the President or Secretary of the Corporation or the presiding officer of the Board of Directors.

(b) If an elected Director is unable to attend three (3) board meetings within a fiscal year:

1. The Secretary will verify the absences and notify the Director in writing of the lapse and request the Directors ability to fulfill the office.
2. The Director will have the opportunity to notify the Board of the cause of absences and their ability to fulfill their obligations to the Corporation.
3. The Board will have the option to waive the absences and maintain the position of the Director or Officer for the remainder of their term.

(c) A Community Board Member who fails to attend at least one (1) Board meeting within a fiscal year shall be deemed to have resigned, subject to the following.

1. The Secretary will verify the absences and notify the Director in writing of the lapse and request the Director's ability to fulfill the office.
2. The Director will have the opportunity to notify the Board of the cause of absences and their ability to fulfill their obligations to the Corporation.
3. The Board will have the option to waive the absences and retain the Director for the remainder of their term.



(d) Any current Officer or Board Member who would otherwise be eligible to run for President of the Corporation may seek election for the office. If elected, the new President shall be deemed to have voluntarily resigned their previous position.

### **Section 6.6. Removal.**

The entire Board of Directors or an individual Director may be removed only at a special Membership Meeting called for that purpose. The meeting notice must state that the purpose of the meeting is removal of one or more Member of the Board of Directors. Removal of one or more members of the Board of Directors shall require an affirmative majority vote of two-thirds (2/3) of the Members in attendance.

### **Section 6.7. Vacancies.**

If a vacancy occurs on the Board of Directors, the Board may appoint a Member to fill the vacancy until the next scheduled election or choose to allow the vacancy to remain unfilled until the next regularly scheduled election. If the vacancy occurs due to an Officer or Director being elected to another office, the vacancy shall be filled at the election during which it occurs.

### **Section 6.8. Meetings.**

- (a) The Board of Directors shall hold at least six (6) meetings in a fiscal year.
- (b) Special meetings of the Board of Directors shall be called by:
  - 1. The President
  - 2. A majority vote of the Board of Directors
- (c) A quorum to transact the Corporation's business shall be a majority of the members of the Board of Directors.
- (d) Robert's Rules of Order shall be accepted as the standard for meeting procedures.
- (e) Board Members' attendance shall be recorded in the Secretary's minutes.
- (f) A Board member may attend in person or by phone or digital conference call.
- (g) The President shall prepare a written agenda for all meetings.
- (h) Directors, committee chairpersons and others wishing to address the Board of Directors or submit proposals or reports shall give the President reasonable notice of the subject, purpose and estimated time required.

### **Section 6.9. Qualifications.**

- (a) Directors: Except as noted in Section 6.9.(b) through Section 6.9.(d), any Member as defined in Section 3.1, shall be eligible for election or appointment to any office of the Corporation.

(b) President: Any Member as defined in Section 3.1 who has completed a full term on the Board of Directors as defined in Section 6.4, or who will have completed a full term before taking office, is eligible to run for President of the Corporation.

(c) Treasurer: Any Member, as defined in Section 3.1, who has completed a full year as a Member or has served all or part of a term on the Board of Directors as defined in Section 6.4, is eligible to run for Treasurer of the Corporation.

(d) Community Board Members: Any person deemed to have access to resources or expertise not readily available to the Corporation is eligible to be appointed as a Community Board Member. Community Board Members shall have knowledge or connections to one or more of the following:

1. Technical expertise in areas that further the mission of the Corporation.
2. Financial knowledge or assistance that can be used to further the mission of the Corporation.
3. Connections to the community the Corporation serves.
4. Experience in non-profit management or other professional experience that can be used to further the mission of the Corporation.

## **ARTICLE VII**

### **OFFICERS**

#### **Section 7.1. Officers.**

The Corporation shall have four (4) Officers, elected by the Members in accordance with Section 6.3, except as provided for in Section 6.7. These Officers shall serve as President, Vice President, Secretary, and Treasurer, function as the Executive Committee, and serve on the Board of Directors for the Corporation.

#### **Section 7.2. President.**

The President shall perform the following duties:

- (a) Preside at all Corporation meetings.
- (b) Coordinate, prepare, and distribute an agenda for the quarterly meeting of Members, special meetings of Members, and Board of Directors meetings.
- (c) In the absence of the Treasurer, draw and sign checks as necessary for the payment of the Corporation's obligations.
- (d) Sign all deeds, leases, conveyances, contracts, or other written obligations on behalf of the Corporation, with the Board of Directors approval.

(e) With Board of Directors approval, appoint committees as necessary for the proper functioning of the Corporation.

### **Section 7.3. Vice President.**

The Vice President shall perform the following duties:

- (a) Chair all Corporation meetings in the President's absence.
- (b) Chair or appoint the Chairperson(s) of the By-law Committee.
- (c) Serve as or appoint Encore Representative.
- (d) Serve as Board liaison on all Production Staffs.
- (e) Chair Grievance Committee.
- (f) Assume the duties of the President due to resignation or removal as defined in Section VI until the vacancy can be filled.

### **Section 7.4. Secretary.**

The Secretary shall perform the following duties:

- (a) Prepare and maintain minutes including attendance at all Corporation meetings.
- (b) Maintain all correspondence pertaining to the Corporation.
- (c) Maintain and safeguard the Corporation's records.

### **Section 7.5. Treasurer.**

The Treasurer shall perform the following duties:

- (a) Ensure expenditures are within the approved budget.
- (b) Pay all Corporation obligations when due
- (c) Maintain and safeguard the Corporation's financial records, accounting for revenues and expenditures.
- (d) Report on the Corporation's financial status at Board and Membership meetings. Prepare and present a Year End Financial Report and IRS Form 990 for Board review and approval. The IRS Form 990 shall be made publicly available for review.
- (e) Retain control or custody of and access to the funds and securities of the Corporation.

- (f) Post bond in such sum as directed by the Board for the faithful performance of the Treasurer's duties and safe custody of the Corporation's funds.
- (g) Ensure all required Indiana State and Federal reports are filed in a timely manner.
- (h) Prepare and present the Corporation's budgets for productions and annual operating for approval by the Corporation's Board of Directors.
- (i) Prepare and present a financial report on each production.

## **ARTICLE VIII**

### **MISCELLANEOUS**

#### **Section 8.1. Fiscal Year.**

The fiscal year of the Corporation shall be July 1 through June 30.

#### **Section 8.2. Rights of Indemnification.**

To the fullest extent permitted by law, this Corporation shall defend and indemnify its Directors, Officers, volunteers, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Officer, volunteer or agent of the Corporation.

#### **Section 8.3. Indemnification Not Exclusive.**

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from Section 8.5.

#### **Section 8.4. Insurance.**

The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, volunteers, and other agents against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status with the Corporation.

#### **Section 8.5. Execution of Contracts and Other Documents.**

All written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President and attested by the Secretary, as approved by the Board.

### **Section 8.6. Amendment of Bylaws**

These By-Laws may be amended, when necessary, by a majority of votes cast by Members at a Membership Meeting held in accordance with the provisions of Article 4.