**BY-LAWS OF MIDDLETON PLAYERS, INC.**

ARTICLE I – Name

The legal name shall be Middleton Players. It is a non-profit Public Benefit Corporation incorporated in the State of California as a voluntary charitable organization of persons interested in amateur, non-remunerative theatre.

ARTICLE II – Purpose

The purpose of the organization shall be:

* To share in providing the community with a year-round schedule of live theatre produced to serve the cultural, educational and entertainment needs of the community.
* To welcome and provide an avocational opportunity for all volunteers interested in the theatre arts to participate in the many activities of community theatre.

## ARTICLE III – Offices

The principal office for the transaction of the activities and affairs of the corporation is located at 511 South Sycamore Road, Davis, in Yolo County, California 95616. The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location. The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE IV – Membership

Section 1 – Membership Committee

1. The President shall appoint a three-person membership committee, including the Vice President as chairman, annually. It shall process applications for membership according to procedures established by the board.
2. It shall make recommendations on each application, monitor participation of active members as set forth in this Article III, Section 3, and advise the Board on all membership related matters.
3. At each regular monthly board meeting, and immediately prior to each membership meeting, the Chairman of the membership committee shall provide for consideration a list of those non-members or inactive members who are, or feel they are, qualified for active status. The Board shall judge whether each candidate has qualified under the requirements of Section 2 of this Article III. Those candidates judged to have qualified shall be immediately instated to active membership. The secretary shall mail to each candidate a notification of the Board’s decision in his case.

Section 2 – Regular Membership

1. Regular membership may be attained by:
2. Submission of a written application to the membership committee accompanied by a $1.00 registration fee and
3. Participation in any authorized or assigned activity of the theatre in the area of theatre management or play production. Qualifying participation shall require the equivalent of an assigned single production part (cast, crew, and staff --) from the beginning to completion. The applicant shall be in pending status until this participation condition is met.
4. The board shall have exclusive and binding discretion in judging whether the requirements for participation have been satisfied.
5. Minors are eligible for membership without the right to vote.

Section 3 – Active and Inactive Status

1. At its first regular meeting after the annual membership meeting, and only at this meeting, the Board of Directors shall review the active membership roster. The board shall judge participation during the past year (between annual membership meetings), and may assign non-participating members to inactive status if they have not participated for two years following a general membership meeting. The secretary will mail appropriate notice to each member so affected. A member will be considered active until so assigned to inactive status or moved to the demit list as outlined in Section 4 below.
2. The board may on occasion admit members for a specified period of time based on financial contributions to the Middleton Players
3. The extent of participation considered adequate to maintain – or to be reinstated to – active status is the same as that which first qualified one for regular membership.
4. Inactive members may not vote, except that members qualified to vote at the most recent annual meeting shall be eligible to vote at any meeting prior to the next annual meeting.

Section 4 – Demit Status

1. A member who so requests, or for whom the secretary does not have a current mailing address, shall be moved to the demit list. This is a form of inactive membership based on inability to communicate with the member. The member can be reinstated upon providing to the secretary a current mailing address.
2. After three years on the demit list, a member shall be considered to have resigned membership.

Section 5 – Honorary Members

1. The board may, at its discretion, elect honorary life members who have contributed a unique or outstanding contribution to the theatre or the community.
2. Honorary members will be considered active for life, without regard to extent of participation.

Section 6 – Membership

1. The secretary shall maintain a list of members. The list will include the current status (active, inactive, or honorary) and the most recently known address of each member. It shall be the responsibility of each member to notify the secretary of any change in member’s mailing address.
2. A membership shall terminate on occurrence of any of the following events:
3. Resignation of the member, or after three years on the demit list.
4. Death of the member.
5. Expulsion of the member under Article IV, Section 5c of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.
6. Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a member under Article IV Section 5b of these bylaws, the procedure set forth below shall be followed:
7. The member shall be given 15 days’ prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member’s last address as shown on the corporation’s records.
8. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.
9. The board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.
10. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.
11. Transfer of Membership: No membership or right arising from membership shall be transferred. All membership rights cease on the member’s death.

ARTICLE V – Membership Meetings

Section 1 – Annual Membership Meetings

1. An annual general membership meeting shall take place on the fourth Sunday of February at 2 p.m. at the Middleton Players Theatre.
2. The agenda shall be closed and shall exclusively include:
3. Any proposed amendments or resolutions submitted to the Board of Directors or by any five members.
4. Election of officers and members of the Executive Committee.
5. Annual reports.
6. The annual reports are to be presented to the members and directors that contain the following information, in appropriate detail, for the fiscal year:
7. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
8. The principal changes in assets and liabilities, including trust funds.
9. The revenue or receipts of the corporation, both unrestricted and restricted to particular expenses.
10. The expenses or disbursements of the corporation for both general and restricted purposes.
11. An operational summary from each officer covering his or her responsibilities for the fiscal year.
12. Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
13. Amending the articles of incorporation; or
14. Electing to wind up and dissolve the corporation.

Section 2 – Special Membership Meetings

1. A special general membership meeting shall be held upon at least fourteen (14) days written notice called by the President, four members of the Board or ten qualified 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 exclusive agenda of the meeting and no other business may be introduced or discussed.
3. Members qualified to vote at the most recent annual meeting shall be eligible to vote at the special meeting.

Section 3 – Meeting Notification

1. Notice of any membership meeting shall be given neither less than two (2) nor more than four (4) weeks prior to the meeting date.
2. The meeting notification will be mailed to the most recently known address of those members known to be eligible to vote, and shall be posted on the corporation’s Internet web site.
3. A list of those members known to be eligible to vote shall be posted at the theatre at least two (2) weeks prior to the meeting date.

Section 4 – Voting

1. Twenty (20) active members shall constitute a quorum.
2. A majority vote shall pass valid acts except for by-law revisions, which require a two-thirds (2/3) majority vote.
3. Their authorized proxy may cast votes of members unable to attend a membership meeting. A valid proxy shall be written, dated after the date of the notice of the general membership meeting at which it is to be voted, and signed by the duly qualified absent member.

Section 5 – Meeting Procedures. Unless otherwise specified in these bylaws, all meetings, including general membership meetings, board meetings and committee meetings shall be conducted in accord with the current edition of Robert’s Rules of Order.

ARTICLE VI – Officers and Their Elections

Section 1 – The officers of the organization shall be: President, Vice President, Secretary, Treasurer, Business Advisor and Legal Advisor.

Section 2 – Elections

1. Each officer shall be elected by a plurality of a secret ballot at the annual general membership meeting for a term of two years, terms of service commencing as of the date of the election. Terms shall be staggered so that three officers are elected one year and three the next.
2. Officers to be elected on even numbered years shall be President, Treasurer and Business Advisor and officers elected on odd numbered years shall be Vice President, Secretary and Legal Advisor.
3. The board shall appoint a nominating committee, which shall be responsible to submit a slate of willing candidates to the board. Nominations from the floor are valid and shall be called for prior to voting. The board shall establish all other procedures and conduct the elections.

ARTICLE VII – Duties of Officers

Section 1 – The President shall preside at all meetings of the general membership and of the Board of Directors, shall serve as a non-voting member of the Executive Committee, shall appoint all standing and temporary committee chairmen, except those directly related to play production and except the nominating committee, and shall otherwise act with and have the customary powers granted to such office.

Section 2 – The Vice President shall act as an aide to the President and in the absence of the President, shall perform the duties of the President and shall have the powers enumerated in Section 1 of this Article VI. The Vice President shall act as Chairman of the Membership Committee.

Section 3 – The Secretary shall keep an accurate record of proceedings of all meetings of the organization, except those of the Executive Committee, which shall appoint one of its own members as recording secretary. The Secretary shall keep records for the past five years to include:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, board, and committees of the board;
3. A record of each member’s name, address, and class of membership; and
4. Articles of incorporation and the bylaws.

Active members shall have rights of inspection of the above items as provided in Section 6330 of the California Corporations Code.

Section 4 – The Treasurer shall receive all monies for the organization and shall deposit them in the name of the organization in a bank approved by the Board of Directors, shall keep an accurate record of receipts and disbursements, shall present a statement of account at every meeting of the organization and at other times when requested by the board of Directors. The Treasurer shall pay, without specific approval of the board, utilities, current supplies, rent, items budgeted in play production and such expenses as have been approved by the Executive Committee. The Executive Committee is authorized to make expenditures not to exceed a limit for any one item as set by the board of directors by resolution.

Section 5 – The Business Advisor shall advise the Board on all business matters.

Section 6 – The Legal Advisor shall be a practicing attorney. His duties shall be to advise and guide the Board of Directors in legal matters. He shall give such legal counsel without reimbursement or the payment of any fee, except that he shall be reimbursed for any out-of-pocket costs.

ARTICLE VIII – The Executive Committee

The Executive Director, the Executive Producer, and the Executive Technical Director shall constitute the Executive Committee. The Executive Committee shall be responsible for the day-to-day operations of the theatre and its activities and shall be responsible to the Board of Directors. The Executive Director shall be the chairman of the Executive Committee. The President shall be a non-voting member of the Executive Committee.

Section 1 – The Executive Director shall be considered to be the General Manager of the theatre and shall be responsible for the details of the day-to-day operation of the theatre, working within the framework of the Executive Committee. He shall, at all times, keep himself abreast of all activities of the theatre and shall keep the Executive Committee and the Board of Directors advised of such activities.

Section 2 – The Executive Producer shall function in a manner similar to that of a company manager in a professional company. He shall aid and advise play directors in matters dealing with production, and shall represent the Executive Committee on production matters. The Executive Producer shall keep himself abreast of production activities of any given play and shall keep the Executive Committee and the Board of Directors informed in such matters.

Section 3 – The Executive Technical Director shall offer overall guidance and assistance to play directors in technical systems of the theatre such as lights, sound, properties, electric or electronic systems.

Section 4 –The Executive Committee, together, shall choose and schedule plays to be presented and shall assign play directors. Play directors so assigned shall function within the procedures and policies established by the Executive Committee.

Section 5 – Each member of the Executive Committee shall have one vote. A quorum of the Executive Committee shall be three (3) members present or by valid proxy.

Section 6 – Each member of the Executive Committee shall serve a three-year term commencing on the date of the election.

Section 7 – At the annual membership meeting, the Executive Committee members shall be elected by a plurality of secret ballot, according to the election provisions set forth in Article V, Officers and their Elections, as follows: The Executive Director, February 1980, and every three years thereafter; the Executive Producer, February 1981, and every three years thereafter; and the Executive Technical Director, February 1982, and every three years thereafter.

ARTICLE IX – Board of Directors

General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation’s activities and affairs shall by managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 1 – All of the officers and members of the Executive Committee shall comprise the Board of Directors. The President shall be Chairman of the Board.

Section 2 – Each Director shall have one vote.

Section 3 – The board shall formulate and administer all policy, vote on expenditures not otherwise authorized and advise the President in all decisions and appointments.

Section 4 – The board shall appoint a nominating committee composed of three voting members to select nominees willing to stand for election at the annual membership meeting. Names of the nominating committee shall be included in the notice of the annual meeting. The committee shall select one of its members as chairman.

Section 5 – The Board of Directors shall meet monthly. The date and place of each scheduled meeting shall be posted at the theatre.

Section 6 – the President or any three directors may call Special board meetings. Notice to directors shall be in person or by telephone.

Section 7 – A majority of directors shall constitute a quorum for all business and a majority of a quorum shall pass valid acts.

Section 8 – If for any reason any directorship becomes vacant, such office shall be filled by an election at the next regular or special meeting of the Board by a majority vote, and the newly elected director shall hold office until the next general election for such office.

Section 9 – Every member of the board shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE X – Play Directors

The Executive Committee shall appoint play directors. Persons assuming the responsibility of the play direction will do so with full knowledge that they are expected to function according to procedures and policies established by the Executive Committee.

ARTICLE XI – Property

Section 1 – Property of materials belonging to the Middleton Players may be borrowed or rented only by permission of the Executive Committee.

Section 2 – The property of this non-profit corporation is irrevocably dedicated to charitable purposes, and, on dissolution, none of its assets shall inure to any individual, but shall be distributed to a fund or a foundation whose property is dedicated to exempt purposes as specified in the Revenue and Taxation Code, Section 214 and Internal Revenue Code Section 501 c 3. Such property may be used by said group with the understanding that it will be returned to this Corporation should it re-form within five (5) years.

ARTICLE XII – Amending the by-laws

The by-laws may be amended by a two-thirds (2/3) majority vote in accordance with Article IV. The membership shall be notified of proposed amendments at least fourteen (14) days prior to the meeting when the amendments will be voted upon.

## ARTICLE XIII – Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

## ARTICLE XIV – Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the Middleton Players, Inc., a California nonprofit public benefit corporation, that the above bylaws, consisting of seven (7) pages, are the bylaws of this corporation as adopted by the membership on February 25, 2000, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_\_\_\_\_\_\_\_ (date) at Davis, California.