**BYLAWS OF**

**THE MIDDLETON PLAYERS**

June 1, 2003

**ARTICLE I NAME**

The name of this organization is The Middleton Players, Inc.

**ARTICLE II OBJECTIVES AND PURPOSES**

**Section 1:** The purposes of this organization are:

 First: To present live theatre productions for the cultural education, entertainment, and inspiration of the community.

 Second: To foster and develop, through theatrical workshops and other appropriate means, the artistic talents and skills of company members and other interested persons.

 Third: To engage in and subsidize social activities designed to foster the foregoing purposes of the organization as limited by the laws.

**Section 2:** In the furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, The Middleton Players, Inc. may collect membership dues, admission fees, gratuities, and 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 of the powers granted by corporate law in the State of California.

**Section 3:** The Middleton Players, Inc. is a not-for-profit corporation. No member of the organization shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1. In the event of the dissolution of this organization, all monies, property, and physical assets of the organization shall be distributed for any worthy purposes in accordance with a majority of the votes cast at a final meeting of membership called for that purpose.

**Section 4:** The Middleton Players, Inc. organization is nonpolitical in character and shall not engage in political activities of any nature.

**ARTICLE III MEMBERSHIP**

**Section 1:** Any person of any age, race, creed, color, or sex may become a member in the Middleton Theatre Company, Inc. upon payment of the required membership dues as determined by the Executive Board.

**Section 2:** There shall be no differences among the classes of membership regarding rights, privileges, activities, or duties of membership. Distinction shall be drawn among them only in the amount of dues assessed.

**ARTICLE IV ORGANIZATION**

**Section 1: Officers.**

The officers of this organization shall be elected annually. They shall consist of a President, First Vice President, Second Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Qualification for officers shall be membership in the year in which they serve.

**Section 2: Executive Board.**

The officers, together with three Members At Large selected from the General membership, and the Immediate Past President shall constitute the Executive Board.

**Section 3: Board of Trustees.**

A minimum of three members in good standing elected from the General membership shall constitute the Board of Trustees. They shall elect a Chairman, an Executive Board Liaison, and a Secretary-Treasurer from within their own membership.

**Section 4: Removal from Office.**

Any Executive Board Member or Trustee may be removed from office by a unanimous vote of the joint meeting of all of the remaining members of the Executive Board and the Board of Trustees. Such a vote may be cast by written ballot.

**Section 5: Vacancy.**

With the exception of the President, any Executive Board Member or Trustee vacancy occurring by reason of death, resignation, or removal, shall be filled by a majority vote of the remaining members of the Executive Board. Such appointees shall serve for the unexpired term of the vacant position. If a vacancy occurs in the office of President, a special meeting of the membership shall be called and a willing member shall be elected to serve as President for the unexpired portion of the term. Such election shall be accomplished in the manner prescribed in these Bylaws. Vacancies in the Board of Trustees shall be temporarily filled by majority vote of the Executive Board until the next regular election, at which time the members shall elect a Trustee for the unexpired term if any.

**Section 6: Temporary Vacancy.**

In the event any board member, with the exception of the President, is unable to serve for a period of not less than one nor more than six months, the President may appoint a substitute to fulfill that member's duties during his/her absence. Such appointment shall be subject to the concurrence of the Board at the first regular meeting following the appointment.

**ARTICLE V MEETINGS**

**Section 1:** **Meeting Location and Written Notice.**

All meetings of the general membership shall be held at The Middleton Players' theatre in Ourtown, Ourstate, or at another convenient public meeting location to be designated by the Executive Board. Written notice of such meetings, containing a statement of the purpose, shall be sent to the membership not less than ten (10) days in advance.

**Section 2:** **Annual Meetings.**

An annual meeting of the general membership shall be held each spring in Ourtown, Ourstate, or other convenient location to be designated by the Board. The meeting shall be called for election of officers and trustees, and the transaction of such other business as may properly be brought before the meeting.

**Section 3: General Meeting.**

Meeting of the general membership shall be held in the fall and spring, with the annual meeting serving as the spring meeting.

**Section 4:** **Special Meetings.**

Special meetings of the general membership may be called by the President and are subject to the requirement of appropriate notice. The President shall be obligated to call a special meeting upon request of the Executive Board or the Board of Trustees, or upon the receipt of a petition signed by at least ten members of the general membership.

**Section 5:** **Executive Board Meeting.**

Meetings of the Executive Board shall be held at least monthly, at the call of the President, to discharge the duties of the Board consistent with attainment

of the objectives of the organization.

**Section 6:** **Meetings of Board of Trustees.**

 A. Within one month after election, the most senior member of the Trustees will call a meeting for the purpose of organizing the Trustee Board and electing the Chairman, Executive Board Liaison, and Secretary-Treasurer. If a majority decision cannot be reached, the most senior member (in total years on the Board) will automatically assume the Chairmanship for that year. The most junior member (in years) will become Secretary-Treasurer. The remaining Trustee will become the Executive Board Liaison.

 B. Subsequent meetings shall be held quarterly as well as a result of the following:

 1. Called by the Chairman thereof as required in the discharge of the duties of the Board.

 2. Upon the petition of any two Trustees.

 3. In response to requests by the Executive Board President for reports or actions by the Trustees in furtherance of the objectives of the organization.

**Section 7: Quorum.**

The following number of attendees is required to establish a quorum for the

conduct of business: general membership meetings, 15 members in attendance; Board of Trustees meetings, a majority of members in attenance.

**Section 8: Voting.**

Each member present shall be entitled to one vote. The majority vote of the quorum present at a meeting shall constitute the act of the body unless a greater number is required by these Bylaws.

**ARTICLE VI TERMS OF OFFICE**

**Section 1: Officers.**

All officers shall serve for a term of one year from July 1 to June 30. No officer shall serve more than two consecutive terms in the same office. After at least one year, a member may then be reelected to that office.

**Section 2: Trustees.**

Trustees shall serve for a term of three years provided, however, that such term of office shall be staggered so that at least one Trustee shall be elected at each Annual Meeting of the Organization. In the selection of Trustees at the Annual Meeting, variations in the terms of office are authorized for newly elected Trustees to the extent necessary to achieve this result.

**Section 3: Members at Large.**

Members at Large shall serve for a term of three years and shall not be eligible for reelection as Members at Large until after a lapse of one year. Such terms of office shall be staggered so that one Member at Large shall be elected at each Annual Meeting of the organization. In the selection of Members at Large at the Annual Meeting, variations in the terms of office are authorized for newly elected Members at Large to the extent necessary to achieve this result.

**ARTICLE VII FINANCES**

**Section 1: Policy.**

The Middleton Players, Inc. state that their basic financial policy shall be to acquire funds and property and erect buildings suitable for the following purposes in keeping with the objectives of the organization:

 A. Presentation of amateur theatrical productions, and provision for workshop, clubhouse activities, and meeting facilities.

 B. The conduct and support of worthy activities, such as instruction in the theatrical arts and provision of scholarships for deserving students.

**Section 2: Funds.**

The organization shall divide its properties and assets into the following funds.

 A. Working Funds. These funds represent the allocation of assets in a amount necessary for the performance of the routine administrative and operational tasks of the organization including, but not necessarily limited to, the budgeting of theatrical productions, the administrative expenses

of the Board of Trustees and Executive Board, advertising, and correspondence. The Working Funds are under the custody of the Treasurer and are disbursed in accordance with direction of the Executive Board.

 B. Permanent Funds. These funds represent the balance of the organization's assets after the allocation of Working Funds and are available for growth investments and the acquisition of real property designed to enable the organization to accomplish its objectives as defined in Article II hereof. The Board of Trustees shall administer the Permanent Funds on behalf of the organization. (See Article X, Section 2.)

**Section 3: Gifts, Gratuities, and Bequests.**

These funds shall be handled in the following manner:

 A. Thesolicitation mechanism for acquiring these funds shall be designated by the Executive Board.

 B. Donations for gifts, gratuities, and bequests shall be separated into two categories.

 1) Those for operating expenses shall be administered by the Executive Board;

 2) Those to the building fund shall be administered by the Board of Trustees. Unless otherwise designated by the donor, the funds will be put into the building fund.

**Section 4: Banking Practices.**

All monetary assets of the organization except those assets administered by the Board of Trustees shall be maintained in a banking institution designated by the Executive Board. Withdrawals may be made only to meet the financial obligations of the organization. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of The Middleton Players Inc. shall be signed by any two members of the board as designated by the Board of Directors.

**Section 5: Interest in Assets.**

No member of the organization shall have any right, title, or interest

in any property of the organization. No person whose membership in the organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the organization.

**ARTICLE VIII DUTIES OF OFFICERS**

**Section 1: The President.**

The President shall call meetings of the general membership and the

Executive Board, shall preside at such meetings, and shall appoint the chairmen of Standing Committees, subject to the approval of the organization.

**Section 2: First Vice President.**

The First Vice President shall assume all the duties of the President

in the event of his absence, or see Article IV, Section 5. He or she shall chair the Bylaws Committee.

**Section 3: Second Vice President.**

The Second Vice President shall provide the officers and standing committee chairmen with written operating procedures for guidance in performing their duties. Such procedures shall require the prior approval of the Executive Board. This vice president shall chair the House Management Committee.

**Section 4: Recording Secretary.**

The Recording Secretary shall keep accurate and legible minutes of meetings of the general membership and the Executive Board. He or she shall provide copies of the minutes of the general membership meetings to the President and copies of the minutes of the Executive Board meetings to each member thereof.

**Section 5: Corresponding Secretary.**

The Corresponding Secretary shall carry on all official correspondence of the organization (except with respect to those matters reserved by these Bylaws

to other officers or Trustees) as directed by action of the membership and Executive Board. He or she shall maintain an official, current membership list, including addresses;Send notices of meetings to the membership, the Executive Board members, or Trustees as appropriate; transmit theslate of nominees to all members with the required notice of meetings at which elections are to be held; and transmit the text of proposed amendments to these Bylaws or other agenda items when so directed by the Executive Board.

**Section 6: Treasurer.** The Treasurer shall keep the records of the Working Funds of the organization. He or she shall receive, keep, and disburse such monies of the organization at all meetings of the general membership and to the Executive Board as required. He or she shall be responsible for an accounting of the funds of the organization at all meetings of the general membership and to the Executive Board as requested. He or she shall be responsible for an accounting of the funds of the organization at any time. He or she shall submit the financial records to audit at the conclusion of his term of office or upon request of the President. The Treasurer shall be required to file the "Return of Organization Exempt from Income Tax" forms to the IRS within 30 days of the conclusion of his term of office. The treasurer shall not be required to give bond for the faithful performance of his duties. The Treasurer shall be responsible for disbursing permanent funds to the Board of Trustees in accordance with Article X, Section 2.

**Section 7: Members at Large.**

Members at Large shall perform those duties delegated by the President.

**ARTICLE IX DUTIES OF THE EXECUTIVE BOARD**

**Section 1: General Business.**

The Executive Board shall administer the general business of the organization. It shall refer any point upon which it fails to agree or to sense the desires of the members to a vote of the general membership.

**Section 2: Plays.**

The Executive Board shall choose the plays and schedule their presentation. It

shall use the report of the Play Reading Committee as a guide in the selection of plays but shall not be bound thereby. It shall choose a Production Coordinator and Director for each play and, in the case of failure of a Director or Production Coordinator, assume full responsibility for production of the play. It shall rule on any matter referred to it by the Director or Production Coordinator or production staff.

**Section 3: Finances.**

The Executive Board shall be responsible for the management of the Working Funds of the organization. It shall approve the budget for each play and social event and for the operation of the Board of Trustees and the various Standing Committees. From time to time, it shall review the status of the Working Funds and, when deemed prudent, transfer funds from the Working Funds to the Permanent Funds.

**Section 4: Standing Committees.**

Beside the standing committees on House Management and Constitution and Bylaws, the chairmanships of which are vested in the Vice Presidents, the President shall appoint chairmen of the following Standing Committees subject to the approval of the Executive Board: Membership, Finance, Box Office, Nominations and Elections, Play Reading, Publicity, Program, Lobby, and Director/Producer. Of these offices, Nominations and Elections, Play Reading, and Director/Producer Selection Chairmen shall serve no more than two (2) consecutive terms. (See Article XII.)

**ARTICLE X DUTIES OF BOARD OF TRUSTEES**

**Section 1: Responsibilities.**

 A. The Trustees shall have custodianship of and shall be responsible for all purchases, sales, exchanges, and assignment of all real property owned by The Middleton Players, Inc., as well as all monies held as reserve funds or for investments.

 B. Maintenance, repair, replacement, or modifications of the theatre building including roof, walls an structural members, heating and cooling units, plumbing, and building electrical service may be initiated by either the Trustees or Executive Board of The Middleton Players, Inc. but shall require the approval of the Trustees.

 C. The Trustees will notify the Executive Board of any plans for repairs or alterations of any structure under their jurisdiction.

 D. The Trustees shall review any use of real property owned by The Middleton Players, Inc. for other than stated purposes of the organization (see Article II) and advise the Board of potential problems.

 E. The Board of Trustees shall report the status of the Permanent Funds to the Executive Board and the general membership on a regular basis following their quarterly meeting or as often as may be required by the Executive Board.

 F. An annual written Activity and Financial report shall be made to the general membership and filed with the minutes of the Annual Meeting.

 G. Members of the Board of Trustees shall not be required to give bond for the faithful performance of their duties.

 H. The minutes of the meetings of the Board of Trustees shall be open to review by any interested member.

 I. The Board of Trustees shall apply to the Executive Board to supply additional monies for repair and maintenance as may be required by the Trustees to the extent funds are available.

 J. It shall be the duty of the Trustees to exercise prudent financial judgment in investment of reserve funds to the organization so as to protect the purchasing power of the funds entrusted to it from the effects of inflation and general economic changes. To this end, such funds may be

invested in savings accounts, certificates of deposits, saving bonds, and other interest bearing instruments, but not mortgages, common stocks, or corporate bonds.

**Section 2: Permanent Funds.**

The Board of Trustees shall administer the Permanent Funds as defined as follows:

 A. By September 30 of each year the Trustee Treasurer will collect from the Executive Board Treasurer the amount of money equal to the following:

 1. Twelve monthly mortgage payments to cover principal, interest, and fees, and/or building improvement payments.

 2. Annual payment of taxes on all property.

 3. Annual insurance payments for the policy(s) on the building, land, and other properties to cover:

 a. General Liability (theatrical floater).

 b. Fire, wind damage, vandalism.

 4. The sum equal to at least 10% of the sum of Items 1, 2, and 3 to be accumulated in saving or checking accounts, or any suitable investment, for the following purposes:

 a. 60% Minor building repair, equipment, and equipment maintenance.

 b. 25% Board of Trustees expenses such as legal, auditing, etc.

 c. 15% Held in reserve for one year.

 d. At the end of each fiscal year, any excess funds, including those held in reserve, may then by transferred to investment accounts in accordance with Article X, Section 1, J.

 B. All monies for the mortgage, insurance, and taxes will be placed in escrow to be paid when due. (Items A 1, 2, and 3.)

 C. Withdrawal or transfer of funds from, or within, any account may be by any two of the three signatures, but normally by the Chairman and Secretary-Treasurer.

 D. All donations and gifts received by The Middleton Players, Inc. for purpose of real property purchases or improvements shall be transferred to the the appropriate purpose.

 E. Excess monies presented to the Trustees by the Executive Board will be placed in investment accounts,See Article X, Section 1, Paragraph J.

 F. All costs in connection with transfers of ownership resulting from the Board's activities shall be paid out of Permanent Funds.

**Section 3: Real Property.**

The Board of Trustees shall represent the organization in the ownership

of all real property and the management of the Permanent Funds. They shall exercise prudence in the management. When acquisition or disposal of property is approved by the Executive Board, the Trustees shall negotiate such matters.

**ARTICLE XI DUES AND CHARGES**

**Section 1: Memberships.** Membership dues shall be determined by the Executive Board. Each person who tenders payment of the dues so established shall be entitled to full membership in the Middleton Theatre Company, Inc. for the fiscal year of the organization in which the payment is made. Membership dues are due and payable on September 1 of each calendar year, but membership for the current fiscal year may be accepted at any time during such year.

**Section 2: Public Admission.**

Admission tickets may be sold to the general public for all Middleton Theatre

Company, Inc. productions unless otherwise determined by the Executive Board. Prices for admission tickets shall be established by the Executive Board.

**Section 3: Social Events.** Charges for attendance at social events shall be established by the committee in charge of the event, subject to approval by the Executive Board.

**ARTICLE XII STANDING COMMITTEES (Version 1)**

**(Version 2, found at the end of these bylaws, allows for Standing Committees but does not name each one, leaving this to the discretion of the Board.)**

**Section 1: Establishment.**

The following Standing Committees may be established to assist in the conduct of the affairs of the organization. With the exception of the Bylaws Committee and the House Management Committee, the chairmanships of which are vested in the First and Second Vice Presidents respectively, the President shall appoint the chairmen of all Standing Committees subject to the approval of the Executive Board.

 A. Bylaws. This committee shall receive all suggestions for amendments of these Bylaws; shall prepare them in proper form and identify them as amendments to specific Articles and sections; shall refer them to the sponsors for correctness; shall present them to the Executive Board for consideration; and shall transmit them, with the recommendation of the members ten days prior to the membership meeting at which the proposed amendments is to be considered. A quorum of 15 members must be present at such meeting. The committee shall consist of a chairman and two members.

 B. House Management. This committee shall serve as custodian of the theatre and associated facilities and shall be responsible for its maintenance and appearance.

 C. Membership. In addition to the chairman, this committee shall consist of a sufficient number of members ( to be determined by the Chairman and President) to ensure that an active and timely campaign for paid membership is made each year, prior to the start of the theatrical season. Efforts should be made each year to enlarge the roster. The committee shall be responsible for keeping accurate records of memberships issued and of funds transmitted to the Treasurer. Subject to the prior approval of the Executive Board, the committee may arrange with community service groups and others for the conduct of a vigorous membership campaign.

 D. Box Office. This committee shall consist of a chairman and sufficient number of members (to be determined by the Chairman and President) and shall be responsible for the establishment and operation of the box office for all theatrical productions, including the printing of tickets, the collection of admissions, and the transmittal of such funds, with a full accounting, to the Treasurer.

 E. Nominations and Elections. This committee shall consist of the chairman and a sufficient number of members (to be determined by the Chairman and President). Prior to the April meeting of the Executive Board, the committee shall prepare for the Executive Board a list of nominees for the elections to be conducted at the Annual Meeting in the spring. This list shall contain at least one nominee for each of the Executive Board position, one Member At Large, and at least one nominee for the Board of Trustee position to be filled. Nominees shall become members for the year in which they serve, and the consent of each nominee must be secured. The committee shall submit its report to the Executive Board for approval at the April meeting of the Board. The slate of nominees shall then be incorporated as part of the notice to the general membership of the Annual Meeting. The committee shall administer the election in accordance with Article XIII hereof.

 F. Play Reading. This committee shall consist of a chairman and a sufficient number of members ( to be determined by the Chairman and President), at least one of whom shall be a member of the Executive Board. By receiving suggestions from members, prospective director, and others, and by the use of all available reference material, the committee shall select play titles for reading. It shall purchase or otherwise obtain sample copies of the plays to read and shall circulate them among the members of the committee. Plays shall be rated by each member of the committee on quality of theme, situation, lines, characterizations, practicability for casting and production, potential audience appeal, and other criteria which the committee may determine. On the basis of the ratings, the committee shall select a sufficient number of plays to be presented during the ensuing season and present them together with the synopses, full length copies, and its recommendations. Recommendations may include potential directors and possible season. The committee shall determine that all plays selected are available for presentation by amateur players. The report of the committee shall be presented to the Executive Board not later than the Board's February meeting. The Play Reading Committee shall be notified of the meeting of the Board at which the plays for the season are to be selected, and shall be given an opportunity to be present at such meeting. The committee may submit vouchers to the Treasurer for expenses incurred in the discharge of its functions.

 G. Program. This committee shall consist of a chair and a sufficient number of members (to be determined by the Chairman and President). It shall be responsible for preparation of the program for each theatrical production including design, printing, and the solicitation of advertising contributors to support the cost thereof.

 H. Publicity. This committee shall consist of a chair and a sufficient number of members (to be determined by the Chairman and President). It shall prepare and arrange for all publicity for the organization including releases of a general character and those related to individual productions. Publicity activities shall be subject to the prior approval of the Executive Board.

 I. Lobby. This committee shall consist of a chair and a sufficient number of members as determined by the Chairman and President. It shall appoint a lobby coordinator plus obtain ushers and concession personnel for each performance.

 J. Finance Committee. This committee shall consist of the Treasurer and the President of the Executive Board, and the Treasurer of the Board of Trustees. The Treasurer of the Executive Board shall serve as Chairman. The committee shall prepare an annual budget for the next fiscal year to be submitted for approval by the Executive Board and Board of Trustees at the May Executive Board meeting. The committee shall conduct a quarterly review of all financial transactions and submit a report to the Board on the progress against the approved budget. The Board shall make these reports available to any member requesting such information.

 K. Director/Producer selection Committee. This committee shall consist of a chair and a sufficient number of members as determined by the Chairman and President. The function of this committee shall be to identify candidate Directors and Producers and submit their names to the Executive Board for approval.

**ARTICLE XIII ELECTIONS**

**Section 1: Method of Electing.**

Except as may be provided in Section 3 hereof, all officers and trustees shall be elected by secret written ballot at the Annual Meeting from a slate prepared by the Nominations and Elections Committee. The slate may be augmented by nominations made from the floor provided the consent of the nominee has been obtained in advance.

**Section 2: Nominations from the Floor.**

Nominations made from the floor shall be received by the presiding officer and do not require seconds. Floor nominees must be members in good standing and must have agreed to such nominations. In the event of their absence, written consent must be provided to the presiding officer or the Chairman of the Committee on Nominations and Elections before the member's name is placed in nomination. Nominations from the floor for members of the Board of Trustees shall be in writing signed by three members.

**Section 3: Balloting.**

Elections shall be conducted by secret written ballot; provided, however, that if there is only one nominee for a given office, the presiding officer may accept a voice vote or balloting by show of hands. The Committee on Nominations shall act as tellers, supply blank ballots and pencils, and shall distribute, collect, and count the ballots. The Chairman of the Committee, or his delegate, shall announce the results.

**Section 4: Order of Election.**

The presiding officer shall, first, restate the Committee's nomination(s) for President. He or she shall then call for nominations from the floor. After passage of a motion to close the nominations, he shall direct that the ballots be distributed for this office. The ballots for President shall be collected and counted. A majority of votes cat shall be required to elect. If no candidate shall have received a majority, a re balloting shall be directed to decide between the two candidates receiving the largest pluralities as the remaining nominees, and a majority of such votes cast shall be required to elect. After the results of the election of a President have been announced, the same procedures shall then be followed for the remaining offices in the order in which they are listed in the constitution. The election of officers shall be followed by the election of a Member At Large and a Trustee in that order. In the event of multiple nominations for Member At Large and a Trustee, a plurality shall be sufficient to elect.

**ARTICLE XIV THEATRICAL POLICY.**

**Section 1: Policy.**

The Middleton Players, Inc. state the following to be their basic theatrical policy:

 A. That a goal of the organization is to achieve a finished production of any theatrical presentation.

 B. That theatrical presentations may be presented either to the members only or to both members and the general public, as determined by the Executive Board.

 C. That plays shall be selected with due regard for excellence, audience appeal, and production practicability.

 D. That a minimum of four plays shall be presented each year.

 E. That further goals shall be to provide the opportunity and media for the exercise and enhancement of the creative talents and skills of the members and other interested persons; foster the enjoyment of the production staff in presenting the best of living theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.

**Section 2: Casting.**

The selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question; and, in the case of season ticket plays, must be based on public auditions. Performers may be either members or non members. The casting of a play shall be under the control of the Director. Advance public notice of tryouts must be made. Tryouts shall be held over a sufficient period of time to provide all interested persons an opportunity to appear. It is company policy not to employ professional actors.

**Section 3: Directors.**

A Director shall be chosen for each play by the Executive Board prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the artistic interpretation and overall production of the presentation.

**Section 4: Production.**

Producers are chosen by the Executive Board prior to the theatrical season. A production staff shall be formed by each Producer to perform such functions as lighting crew, stage crew, makeup, and costumes. The Producer shall be responsible for the coordination of the efforts of the production staff, subject to the general supervision of the Director. The Producer may enlist the aid of members and non members in the formulation of the production staff formulate rules for the conduct of the production aspects of the performance. The production staff shall assure that proper care is taken of the facilities used for the production whether rented, borrowed, or owned by The Middleton Players, Inc.

**ARTICLE XV FISCAL YEAR**

The Fiscal Year of The Middleton Players, Inc. shall be from July 1 to June 30.

**ARTICLE XVI AMENDMENTS**

**Section 1: Method of Amending.**

Amendments to these Bylaws may be proposed by any member. They shall be submitted in writing by the sponsoring member to the Committee on Bylaws which shall act upon each in accordance with the provisions of Article XII, Section 1, Paragraph A hereof.

**Section 2: Adoption.**

These Bylaws may be amended by the two third affirmative vote of the general membership voting at a general, specific, or annual meeting at which there is a quorum present, provided that written notice of the proposed action was provided the members as required by Article XII, Section 1, Paragraph A.

**ARTICLE XVII PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised, shall govern this organization, except insofar as they may be inconsistent with these Bylaws.

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**ARTICLE XII STANDING COMMITTEES (Version 2)**

**(Version 2 allows for Standing Committees but does not name each one, leaving this to the discretion of the Board.)**

**Section 1: Establishment.**

Standing Committees may be established to assist in the conduct of the affairs of the organization. Members are appointed by the President with the approval of the Board.

Committees may include, but are not restricted to:

 A. Bylaws. If constituted, this committee shall receive all suggestions for amendments of these Bylaws; shall prepare them in proper form and identify them as amendments to specific Articles and sections; shall refer them to the sponsors for correctness; shall present them to the Executive Board for consideration; and shall transmit them, with the recommendation of the members ten days prior to the membership meeting at which the proposed amendments is to be considered. A quorum of 15 members must be present at such meeting. The committee shall consist of a chairman and two members.

 B. House Management. If constituted, this committee shall serve as custodian of the theatre and associated facilities and shall be responsible for its maintenance and appearance.

 C. Membership. In addition to the chairman, this committee, if constituted, shall consist of a sufficient number of members ( to be determined by the Chairman and President) to ensure that an active and timely campaign for paid membership is made each year, prior to the start of the theatrical season. Efforts should be made each year to enlarge the roster. The committee shall be responsible for keeping accurate records of memberships issued and of funds transmitted to the Treasurer. Subject to the prior approval of the Executive Board, the committee may arrange with community service groups and others for the conduct of a vigorous membership campaign.

 D. Box Office. If constituted, this committee shall consist of a chairman and sufficient number of members (to be determined by the Chairman and President) and shall be responsible for the establishment and operation of the box office for all theatrical productions, including the printing of tickets, the collection of admissions, and the transmittal of such funds, with a full accounting, to the Treasurer.

 E. Nominations and Elections. If constituted, this committee shall consist of the chairman and a sufficient number of members (to be determined by the Chairman and President). Prior to the April meeting of the Executive Board, the committee shall prepare for the Executive Board a list of nominees for the elections to be conducted at the Annual Meeting in the spring. This list shall contain at least one nominee for each of the Executive Board position, one Member At Large, and at least one nominee for the Board of Trustee position to be filled. Nominees shall become members for the year in which they serve, and the consent of each nominee must be secured. The committee shall submit its report to the Executive Board for approval at the April meeting of the Board. The slate of nominees shall then be incorporated as part of the notice to the general membership of the Annual Meeting. The committee shall administer the election in accordance with Article XIII hereof.

 F. Play Reading. If constituted, this committee shall consist of a chairman and a sufficient number of members ( to be determined by the Chairman and President), at least one of whom shall be a member of the Executive Board. By receiving suggestions from members, prospective director, and others, and by the use of all available reference material, the committee shall select play titles for reading. It shall purchase or otherwise obtain sample copies of the plays to read and shall circulate them among the members of the committee. Plays shall be rated by each member of the committee on quality of theme, situation, lines, characterizations, practicability for casting and production, potential audience appeal, and other criteria which the committee may determine. On the basis of the ratings, the committee shall select a sufficient number of plays to be presented during the ensuing season and present them together with the synopses, full length copies, and its recommendations. Recommendations may include potential directors and possible season. The committee shall determine that all plays selected are available for presentation by amateur players. The report of the committee shall be presented to the Executive Board not later than the Board's February meeting. The Play Reading Committee shall be notified of the meeting of the Board at which the plays for the season are to be selected, and shall be given an opportunity to be present at such meeting. The committee may submit vouchers to the Treasurer for expenses incurred in the discharge of its functions.

 G. Program. If constituted, this committee shall consist of a chair and a sufficient number of members (to be determined by the Chairman and President). It shall be responsible for preparation of the program for each theatrical production including design, printing, and the solicitation of advertising contributors to support the cost thereof.

 H. Publicity. If constituted, this committee shall consist of a chair and a sufficient number of members (to be determined by the Chairman and President). It shall prepare and arrange for all publicity for the organization including releases of a general character and those related to individual productions. Publicity activities shall be subject to the prior approval of the Executive Board.

 I. Lobby. If constituted, this committee shall consist of a chair and a sufficient number of members as determined by the Chairman and President. It shall appoint a lobby coordinator plus obtain ushers and concession personnel for each performance.

 J. Finance Committee. If constituted, this committee shall consist of the Treasurer and the President of the Executive Board, and the Treasurer of the Board of Trustees. The Treasurer of the Executive Board shall serve as Chairman. The committee shall prepare an annual budget for the next fiscal year to be submitted for approval by the Executive Board and Board of Trustees at the May Executive Board meeting. The committee shall conduct a quarterly review of all financial transactions and submit a report to the Board on the progress against the approved budget. The Board shall make these reports available to any member requesting such information.

 K. Director/Producer selection Committee. If constituted, this committee shall consist of a chair and a sufficient number of members as determined by the Chairman and President. The function of this committee shall be to identify candidate Directors and Producers and submit their names to the Executive Board for approval.