

BY-LAWS OF BRIDGE PLAYERS THEATRE COMPANY

ARTICLE I THE NAME AND PURPOSE OF THIS ORGANIZATION

1. The name of this organization shall be Bridge Players Theatre Company for all purposes other than those involving the legal incorporation of the organization. For all legal purposes the name shall remain The Bridge Players, Inc.
2. Bridge Players Theatre Company is dedicated to presenting high quality, affordable theatrical productions to the community.
3. The Bridge Players, Inc. is organized exclusively for charitable and educational purposes, within the meaning of Section 501c3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c3 purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.
5. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501c3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE II MEMBERSHIP

1. The parent body of this organization shall consist of all regular members who shall have paid the annual membership dues for the current fiscal year.
2. Any person who has paid annual membership dues and abides by the organization's policies and procedures shall be considered a member in good standing.
3. Any member who is over the age of eighteen (18) shall have voting privileges.

ARTICLE III THE EXECUTIVE BOARD

1. The organization shall be governed by an Executive Board.
2. The Executive Board shall consist of:
 - A. The President and;
 - B. The Vice-President and;
 - C. The Treasurer and;
 - D. The Corresponding Secretary and;
 - E. The Recording Secretary and;
 - F. The Technical Director and;
 - G. The Director of Fundraising and;
 - H. The Director of Marketing
 - I. Two At Large Members
 - J. Any Board-Appointed Trustees.
3. The elected members of the Executive Board shall serve a term of office of two years; appointed members shall serve at the discretion of the elected members.
4. The purpose of the Executive Board is to assure the overall welfare of the organization.
5. The Executive Board shall assure that all necessary reports and documents are filed with the state in regards to this organization's articles of incorporation and satisfy the IRS requirements regarding non-profit organizations.
6. The Executive Board shall be empowered to act for and in the name of the general membership. Such actions shall include collecting funds, disbursing funds, negotiating contracts, instituting programs, setting

- annual dues, approving productions, membership meetings and any other action for the good of the organization.
7. The Executive Board shall be responsible to, and must report to the general membership at the general membership meetings.
 8. All monies of the organization must be budgeted and the Executive Board must approve all budgets and amendments to such budgets.
 9. The use of the name of the organization in connection with any and all endeavors must first be approved by the Executive Board.
 10. Regular meetings of the Executive Board shall be held as determined by the Board. Each member of the Executive Board shall be an individual of full age.
 11. Four-sevenths of all voting members of the Executive Board, present in person at any duly convened meeting, shall constitute a quorum of the Board. The acts of the majority of the Executive Board present at a meeting at which a quorum is present shall be the acts of the Executive Board, unless a greater number is required by law or by these By-Laws.
 12. Each member of the Executive Board shall be entitled to one (1) vote, with the exception of the President who only votes in a tie-breaking situation and the Trustee who does not have a vote.
 13. Immediate family members (husband, wife, partner, parent, child, siblings) are prohibited from serving on the Executive Board concurrently. All other familial relationships shall be disclosed at a general membership meeting.
 14. When necessary, the Board may open the position of President-Elect. The President-Elect will serve in office for one year. The President-Elect only votes in a tie breaking situation if the President's vote fails to do so.

ARTICLE IV DUTIES OF OFFICERS

1. **The President:**

The position of President is an elected one. The President shall assume a leadership role and chair all general meetings and Board meetings. He/she shall oversee the full operation of the organization and perform what duties are necessary to assure the continued success of the organization. President shall appoint all Board Managers, Trustees and Chairpersons for all committees and shall serve as an ad-hoc member of all committees. He/she shall be responsible for any areas of production, communications and membership that cannot be completed by other officers.
2. **The Vice-President:**

The position of Vice-President is an elected one. The Vice-President shall assume the duties of the President in his/her absence. The Vice-President shall be responsible for overseeing front of house responsibilities.
3. **The Treasurer:**

The position of Treasurer is an elected one. The Treasurer shall be responsible for the overall management of all financial information. The Treasurer shall receive all monies due the organization, record such receipts, and deposit these monies into suitable accounts. He/she shall maintain a checking account; a Building Fund account, a Property Insurance account and an investment account for the group. The Treasurer shall be a designated signer for all checking accounts, along with the President, and shall also record all receipts of goods and/or properties received. He/she shall maintain a record of all donated goods and/or services. The Treasurer shall be responsible for the creation of the overall budget of the organization. The Treasurer shall maintain tax-exempt and non-profit status, satisfy the IRS requirements regarding non-profit organizations, and along with the assistance of others, shall research and apply for grants. The Treasurer shall oversee all vendor contracts. The Treasurer shall provide written reports at each Board meeting of the monthly financial transactions. Once a year, he/she shall provide financial documents to the Board designated auditor, who shall be other than the Treasurer.
4. **Corresponding Secretary:**

The position of Corresponding Secretary is an elected one. The Corresponding Secretary shall be responsible for the management of all correspondence related functions, as required. He/she shall, when directed by the Board, enter into any necessary correspondence. He/she shall be responsible for all mailings, including, but not limited to, newsletters, announcements of meetings and production related materials. He/she shall be responsible for all mailings, including, but not limited to, newsletters,

announcements of meetings and production related materials. He/she shall maintain the group's mailing lists, both paper and electronic, and shall track membership information.

5. Recording Secretary:

The position of Recording Secretary is an elected one. The Recording Secretary shall take and record the minutes of the group. These shall include but not be limited to, Executive Board meetings and General membership meetings. Minutes of all meetings shall be available for review and adoption at the next scheduled meeting. The Recording Secretary shall maintain all minutes of the group, by year, in a permanent repository. He/she shall record and validate all election results.

6. Technical Director:

The position of Technical Director is an elected one. The Technical Director shall oversee the management and maintenance of all technical equipment of the group. He/she shall keep the Treasurer informed of the current value of this equipment. He/she shall make recommendations to the Board on the repair and/or replacement of such equipment, as he/she deems necessary. The Technical Director shall attempt to recruit and train technical assistants in the proper use and care of this equipment and also to train them in the operation of this equipment. He/she shall assure that the technical needs for each show are met.

7. Director of Fundraising:

The position of Director of Fundraising is an elected one. The Director of Fund Raising is responsible for conceptualizing and initiating all events for the purpose of promotion and fund raising. He/she shall, at his/her discretion, appoint subcommittees for the purpose of these events. The Director of Fundraising shall also be responsible for initiating a mailer to businesses in the beginning of each season for the purpose of soliciting season ads for the programs.

8. Director of Marketing:

The position of Director of Marketing is an elected one. The Director of Marketing shall oversee all public relations for the group, both on-going and show-specific. In doing so, he/she will develop promotional materials and advertisements, including, but not limited to, show posters, press releases, pitch letters, postcards, and season fliers. He/she shall also initiate community outreach; identify and market volunteer opportunities; and develop and distribute letters to potential advertisers, volunteer groups and community organizations. The Director of Marketing will work with the Director of Fundraising to help publicize events and with the Social Media Manager in order to distribute information and promotions via social channels.

9. At Large Members:

The position of At Large Member is an elected one. At Large Members shall have no specific duties.

10. The Trustee:

The position of Trustee is an appointed one and shall be selected by a majority vote of members of the Board. The Trustee is responsible for attending board meetings and retreats, providing leadership, guidance and support as to the organization and management of the Company, and act as negotiator, along with the President, on behalf of the Company, in regards to any negotiations. This position does not have voting rights. The purpose of the Trustee is to provide an individual who does not have a conflict of interest by having voting rights.

11. The position of President-Elect is an elected one. The President-Elect will share in the duties of the President. The President-Elect automatically succeeds into the office of President for a two-year term.

Each year the Executive Board will select one Board member, other than the Treasurer, to act as auditor for the Treasurer.

Any elected officer of the Executive Board may be removed from office, without the assignment of any cause, by a vote of the majority of the Executive Board in office at any duly convened meeting of the Board, provided written notice of the intention to consider removal of such officer has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- Any officer may be removed by the Executive Board whenever in its judgment the best interests of the Corporation may be served thereby.
- Any officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the organization, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall be required to make it effective.

- Officers are expected to maintain their attendance at Executive Board meetings to the best of their ability. If an officer is absent from three consecutive Executive Board meetings, a discussion regarding the attendance and appropriate actions, will take place at the next regularly scheduled meeting of the board. The officer in question shall be advised, in writing, that this discussion will take place and shall have the right to be present and to participate in this discussion.

ARTICLE V COMMITTEES/MANAGERS

1. Committee chairpersons shall be appointed by the President to serve a term concurrent with the duties and purpose of that committee. In the event a qualified individual cannot be identified, the President or his/her designee will serve as chair.
2. The duties and responsibilities of the standing committee chairpersons are:
 - A. **NOMINATING:** The Nominating Committee shall be convened by the President and a chair appointed. The chair shall be appointed by the President. He/she shall choose two or four members to serve with him/her temporarily for an election. The committee shall provide a single slate of nominees for consideration by the general membership.
 - B. **PLAY READING:** The Play Reading Committee shall be convened by the President and he/she shall choose members to serve on the committee. The Committee shall be representative of the company as a whole and should include actors, directors, production staff and at least one Board member. Duties include:
 - Read and review plays submitted
 - Recruit directors and producers
 - Make recommendations to the Board for season selections
 - Refer choices to Treasurer for contracting for royalties
 - Other duties as identified
 - C. **TECHNICAL:** The Technical Director shall be responsible for and chair this Committee. Duties include:
 - Responsible for all lighting and audio functions
 - Consult with set construction crews as needed
 - Maintain and purchase all technical equipment
 - Identify, develop and train a pool of technicians
 - Identify and establish tech teams for all shows
 - Other duties as identified
 - D. **HOUSE MANAGEMENT:** The Front of House Manager shall be responsible for and chair this Committee. The Front of House Manager shall report to the Vice-President. Duties Include recruitment of volunteers to:
 - Staff and manage box office/ticket sales/usher
 - Stock and sell merchandise and concessions
 - Other duties as identified
 - E. **ADA:** The ADA Coordinator shall be responsible for and chair this Committee. The ADA Coordinator shall report to the Technical Director. Duties include:
 - Refer to Job Description in Board adopted ADA Plan
 - Other duties as identified
 - F. **INVENTORY MANAGER:** The Inventory Manager shall report to the President. The Inventory Manager shall be responsible to manage and maintain Company inventory.
 - G. **COSTUME MANAGER(S):** The Costume Manager(s) shall report to the President. The Costume Manager(s) shall be responsible to manage and maintain Company costume inventory.
 - H. **SPECIAL EVENTS MANAGER:** The Special Events Manager shall report to the Director of Marketing. Duties include:
 - Work with Director of Marketing to develop promotional materials
 - Appear at Community events to represent and promote Company's projects
 - Other duties as identified

- I. **WEB PAGE MANAGER:** The Web Page Manager shall report to the Corresponding Secretary. The Web Page manager, along with other designated and trained parties shall be responsible to Maintain the Company's web page and make periodic design changes as deemed necessary.
- J. **SET DESIGN/CONSTRUCTION MANAGER:** The Set Construction Manager shall report to the President. The Set Design/Construction Manager, along with his/her designees, shall be responsible for the design and construction of all sets for the Company's shows.
- K. **SOCIAL MEDIA MANAGER:** The Social Media Manager shall report to the Director of Marketing. The Social Media Manager shall maintain all Board approved social media sites for the Company.

ARTICLE VI GENERAL MEMBERSHIP MEETINGS

- 1. General membership meetings shall be held twice annually in January and June.
- 2. The General Membership meetings shall be conducted according to Robert's Rules of Order, the format being:
 - a. Call to order by the President
 - b. Roll call of the Executive Board
 - c. Read and correct minutes of the last meeting
 - d. Read bills and communications
 - e. Treasurer's report
 - f. Committee reports
 - g. Old business
 - h. New business
 - i. Adjournment

ARTICLE VII ELECTIONS

- 1. Elections of officers shall be held at the annual meeting, from the slate of nominees presented by the Nominating Committee, plus any nominations received from the floor. In the event of multiple nominations for any position, the election will be conducted by closed ballot. In order to be eligible to be considered for nomination for a Board position a person must be a current member in good standing of the organization.
- 2. A minimum of ten (10) eligible voting members must be present for an election to be held. Election shall be by a majority of those eligible voting members present.
- 3. Notification of elections and the names of the candidates selected by the Nominating Committee shall be given to the general membership at least thirty (30) days prior to the annual meeting. Notification shall be made by the regular communication procedures.
- 4. In the event of a vacancy on the Executive Board during a term of office, the Nominating Committee shall be activated to present a slate of candidates to complete the unexpired term. The election to fill the vacancy shall be held at the next general membership meeting or at a special membership meeting to be convened at the earliest possible time for the purpose of the election. Notification procedures shall be followed.
- 5. In order to insure continuity on the Executive Board, elections shall be held so that in even-numbered years the President, Director of Fundraising, Recording Secretary and Corresponding Secretary shall be elected, and in odd-numbered years the Vice-President, Treasurer, Technical Director and Director of Marketing shall be elected.

ARTICLE VIII POLICIES AND PROCEDURES

- 1. There shall be a set of policies and procedures established by the Executive Board. These policies and procedures are to be reviewed annually may be amended by a majority vote of the Executive Board.

**ARTICLE IX
AMENDING THE BY-LAWS**

1. The Articles of Incorporation of the Corporation and the By-Laws may be amended by a majority of all members of the Executive Board at any duly convened meeting of the Executive Board after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.
2. The Company's By-Laws shall be posted to the Company's web page and changes shall be posted as needed.

**ARTICLE X
DISSOLUTION OF BRIDGE PLAYERS THEATRE COMPANY**

1. Upon a majority vote by the Executive Board, and a majority vote by the general membership agreeing to the dissolution of Bridge Players Theatre Company, it is intended that the assets of the corporation shall be distributed in the following manner:
 - a. Non-cash assets shall be liquidated through sales to the general public or other community theatre organizations or to local school theatre clubs to help defray debt. Non-cash assets unable to be sold (or if no debt exists) will be donated to other community theatre organizations or to local school theatre clubs. It will be the responsibility of the Executive Board to oversee the sale and/or donations. The Executive Board will elect someone to coordinate the sale and/or donations and may come from the general membership.
 - b. All cash and cash equivalents shall first be used to pay any outstanding debt. Second be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax
 - c. code) to either establish or continue a local scholarship fund whose beneficiaries shall pursue theatre-related studies and administered by the 501(c)(3). The 501(c)(3) shall be identified by the Executive Board.

**ARTICLE XI
CONFLICT OF BY-LAWS WITH ROBERT'S RULES OF ORDER**

1. In the event that any of the above stated by-laws conflict with *Robert's Rules of Order*, it is the intention of the governing body of this corporation to have the by-laws take precedence over *Robert's Rules of Orders*.

**ARTICLE XII
LIABILITY AND INDEMNIFICATION**

1. A member of the Executive Board shall not be personally liable for monetary damages as officer for any action taken, or any failure to take any action, unless:
 - a) The officer has breached or failed to perform the duties of office in accordance with the standard of conduct established in these by-laws and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;
2. Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of an officer pursuant to any criminal statute or (b) the liability of an officer for the payment of taxes pursuant to local, state or federal law.
3. All officers, trustees and agents of the corporation shall be indemnified to the fullest extent provided by section 15A:3 – 4 of the New Jersey Nonprofit Corporation Act or the corresponding provision of any future New Jersey nonprofit corporation law.

**ARTICLE XIII
WHISTLE BLOWER**

1. Any member, whether general or Executive Board, has the responsibility and right to ensure all business of Bridge Players Theatre Company is conducted ethically and legally. If at any time, a member feels business is conducted illegally or unethically, they should:
 - 1) If the act was not conducted by a member of the Executive Board, the member shall bring the issue forward at an Executive Board meeting by requesting, in writing, the issue to be placed on the agenda at the next Board meeting. It is at the discretion of the Executive Board if the member will be present at that meeting.
 - 2) After hearing the complaint the Executive Board will conduct a formal investigation and disclose all results at the next general membership meeting.
 - 3) If the act was conducted by a member of the Executive Board, the member shall bring the issue forward to the State of New Jersey, Director of Law and Public Safety, Division of Consumer Affairs, Office of Consumer Protection, Charities Registration, 124 Halsey Street, 2nd Floor, Newark, NJ.

**ARTICLE XIV
CONFLICT OF INTEREST**

1. Any member of the Executive Board shall ensure their involvement with the organization does not constitute a conflict of interest as defined by:

“a conflict of interest is one in which a board member directly benefits monetarily or otherwise due to active solicitation, outside of volunteering for Bridge Players by obtaining work, goods, or services from Bridge Players.”
2. If a conflict of interest is presented:
 - 1) If the act was not conducted by a member of the Executive Board member, the member shall bring the issue forward at an Executive Board meeting by requesting, in writing, the issue to be placed on the agenda at the next board meeting. It is at the discretion of the Executive Board if the member will be present at the next board meeting.
 - 2) After hearing the complaint the Executive Board will conduct a formal investigation and disclose all results at the next general membership meeting.
 - 3) If the act was conducted by a member of the Executive Board, the member shall bring the issue forward to the State of New Jersey, Director of Law and Public Safety, Division of Consumer Affairs, Office of Consumer Protection, Charities Registration, 124 Halsey Street, 2nd Floor, Newark, NJ.

**MISCELLANEOUS
ARTICLE XV**

1. The fiscal year of the organization shall begin on the first day of July and end the last day of June.

Revised July 1999
Amended May 2000
Amended August 2000
Amended October 2000
Amended March 2003
Amended June 2003
Amended August 2008
Amended March 2009
Amended August 2009
Amended June 2011
Amended July 2012
Amended August 2014
Amended August 2016
Amended May, 2017