

Burns Park Players: By-Laws

Effective July 14, 2020

- I. Organization; name. The organization shall be named the Burns Park Players ("Players"). This is a tax-exempt organization pursuant to Section 501(3)(c) of the Internal Revenue Code.
- II. Purposes. The purposes of the organization shall be:
 - A. To stage one or more theatrical performances during each year;
 - B. To generate funds for and to support performing arts related activities and educational experiences especially at the neighborhood public schools (known as Burns Park Elementary School and Tappan Middle School), and also within the local Ann Arbor Public School system
 - C. To facilitate the involvement of adults from the Burns Park community in various aspects of the performing arts within a pleasant social atmosphere.
- III. Membership.
 - A. Eligibility: Membership in the Players is open to all dues-paying persons 18 years or older
 1. that reside in the Burns Park Elementary School district ("District"), or
 2. that have a child/ward attending Burns Park Elementary School, or
 3. that are employed at Burns Park Elementary School, or
 4. that have previously participated in a Burns Park Players production or been a member of the Burns Park Players, or
 5. that are persons who do not reside in the District but who are invited by the Board of Directors because of their special talents or capabilities.
 - B. Dues:
 1. The amount of the yearly dues shall be established by the Board of Directors prior to the organization's fall introductory meeting.
 2. Yearly dues shall be assessed per family or individual and will be payable to the Burns Park Players Treasurer at the fall introductory meeting. The Board may establish individual and family dues. In the event that the Board establishes family dues the Board will establish requirements for determining the eligibility of members for family dues.
 - C. Participation in Performances:
 1. Casting for performances by the Players shall be open only to persons who are Members. In extraordinary circumstances, the Board may waive this restriction.

Burns Park Players: By-Laws
Effective July 14, 2020

2. Any Member is eligible to participate as part of the cast, staff or crew in a production of the Players.
 3. Any child (grades 1-5) whose parent/guardian is a Member is eligible to participate in the production if the parent/guardian is significantly involved in the cast, production staff or crew.
- IV. Membership Meetings. Meetings are open to Members and to other persons invited by the Board of Directors. The time and place of each meeting shall be determined by the Board.
- A. Types of meetings:
 1. The Annual Meeting shall be held the spring of each year.
 2. An introductory meeting shall be held in the fall of each year to introduce the upcoming production(s) and to recruit new members.
 3. Additional meetings of the members may be called by the Board of Directors as they see fit.
 - B. Notice: Members shall be notified of each meeting at least 7 days prior to the meeting. Notice of the meeting, and of its time, place and agenda shall be provided by electronic means or, upon request, to a member by U.S. mail or phone.
 - C. Quorum: A quorum of 20 members shall be required for any vote at a meeting of the membership.
 - D. Voting:
 1. Except as provided in Article VII (Amendments to By-Laws), an act of the majority of the members present shall be an act of the membership.
 2. On any matter for which a vote of the Members is required or authorized, the votes shall be counted with each dues-paying person entitled to cast one vote.
- V. Board of Directors.
- A. Number of Directors: The Board of Directors shall consist of seven persons elected from the membership.
 - B. Powers and Duties of the Board: The Board shall
 1. Manage all business of the Players and make any rules or regulations deemed necessary for governing the Players or conducting the Players' business;
 2. Elect Officers and fill vacancies in accordance with these By- Laws;

Burns Park Players: By-Laws
Effective July 14, 2020

3. Appoint such employees and agents as may be necessary to conduct the Players' business, and terminate any employee or agent;
4. Develop and approve an annual budget for the Players and approve all fundraising projects for the Players;
5. Identify such committees as are deemed useful or necessary for conducting the Players' business and appoint Members to those committees as the Board sees fit;
6. Select the play(s) to be performed each year and determine the dates of any performance(s);
7. Appoint the persons who shall be responsible for producing and staging the Players' performances;
8. Appoint other ex-officio members of the Board who serve at the will of the Board but shall not be entitled to vote; and
9. Take any other steps deemed necessary and proper for furthering the purposes of the organization.

C. Election of the Board:

1. Directors shall be elected at the Annual Meeting. A Director's term of office shall be 3 years.
2. No person shall serve more than 3 consecutive terms as Director but may be re-elected under the same limitation after a period of 1 year's absence from the Board. Starting in 2013 the membership shall elect 2 Directors, and they shall be elected every third year thereafter; in 2014 the membership shall elect 3 Directors, and they shall be elected every third year thereafter, and in 2015 the membership shall elect two Directors, and they shall be elected every third year thereafter.
3. Only Members can make nominations or be nominated to the Board. Nominations must be made no later than the time set by the Board prior to the Annual Meeting. The Board shall publish to the membership the time deadline for submitting nominations at least 20 days prior to the deadline.
4. Votes for Directors shall be cast by written ballot at the Annual Meeting or by written ballot delivered to the Board within 7 days of the Annual Meeting; the top vote getters shall fill the vacancies. In the event of a tie vote for the final Board position, the persons shall draw numbers with the person drawing the number 1 determined to

Burns Park Players: By-Laws
Effective July 14, 2020

be the person elected. Newly elected Board members shall assume office on the first day of June.

D. Vacancies:

1. Any vacancy occurring on the Board shall be temporarily filled by the Board for the remainder of the vacated member's unexpired term.
2. This vote shall take place during a Board meeting at which a quorum is present. An affirmative vote of at least four Directors is required to fill a vacancy on the Board.

E. Meetings and Quorum:

1. The Board shall meet as often as necessary to conduct the business of the organization, but not less than once per quarter. Special meetings may be called by the President or the written request of at least four (4) Directors. Three (3) days notice to other members of the Board is required for any meeting of the Board.
2. The number of Directors necessary to constitute a quorum shall be more than half the members of the Directors serving.
3. The act of the majority of Directors present at a meeting at which a quorum is present shall be an act of the Board. Each Director shall have one vote.

F. Informal Action by Directors: Action taken by a majority of the Directors without a meeting is nevertheless a Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

VI. Officers.

- A. Titles: The Officers of the organization shall consist of a President, Vice President, Treasurer, and Secretary.
- B. Election: Officers shall be elected by the Board at its first meeting following the annual election.
- C. Term: Officers shall serve for one year. Neither the President nor Vice President shall serve more than five (5) consecutive terms in the same office.
- D. Bond: The Board may by resolution require any Officer, agent or employee of the organization to be bonded by the organization.
- E. Duties of the Officers:
 1. The President shall be responsible to:

Burns Park Players: By-Laws
Effective July 14, 2020

- a) Serve as the principal executive of the organization;
 - b) Subject to the control of the Board, supervise and control the organization's business and affairs;
 - c) Preside over all meetings of the Board and of the membership;
 - d) Represent the Burns Park Players; and
 - e) Perform other duties as directed by the Board.
- 2. The Secretary shall be responsible to:
 - a) Handle all communications from the Board or the organization including communications with the appropriate government officials in connection with any documents required by federal, state or local government; and
 - b) Take minutes at all meetings of the Board or the membership.
- 3. The Treasurer shall be responsible to:
 - a) Prepare and at the Annual Meeting present an annual financial statement for the Players;
 - b) Prepare and submit a yearly budget for approval by the Board; and
 - c) Prepare any financial reports required by federal, state or local government.
 - d) (Deleted)
- 4. The Vice President shall be responsible to:
 - a) Chair meetings and preside over Board functions in the absence of the President.
 - b) Assist the Treasurer with financial reports as needed.
 - c) Perform other duties as directed by the Board.
- F. Vacancies: If any Officer is unable to continue performing the office's duties, or for some other reason will be unable to complete the term of that Office, the resulting vacancy will be filled by appointment made by the Board of Directors.
- VII. Amendments to By-Laws. These By-Laws may be amended, or repealed, and new By-Laws adopted by the following procedure.
 - A. Notice: The Board shall submit a proposed amendment to the By-Laws to the members by electronic means (or by mail or phone upon request of a member) at least fourteen (14) days prior to the membership meeting at which the proposed amendment will be subject to a vote.

Burns Park Players: By-Laws
Effective July 14, 2020

- B. Proposed amendments: The Board shall propose all Amendments to the By-Laws. However, if 25 or more members sign a petition to the Board proposing an amendment(s) to the By-Laws, the Board shall immediately place the proposed amendment(s) on the agenda for a vote at the next annual, general or special membership meeting that complies with the notice requirements described above.
- C. Vote: The By-Laws may be amended by a majority vote of the membership. Amendments shall be voted on by written ballot cast at the appropriate membership meeting or delivered to the director named to assemble and count the ballots within 7 days of the general, annual or special meeting at which a quorum is present.
- D. Effective Date: Amendments to these By-Laws that are passed by the members shall take effect immediately after the meeting at which they are passed.
- E. Prohibited By-Laws: The members shall have no power to adopt By-Laws which:
 - 1. Allow the Organization, or any Director, officer, employee or agent thereof, on behalf of the Organization, to engage in any activity which is inconsistent with the non-profit, community, and cultural purposes of the Organization:
 - 2. Permit or authorize any activity by the organization, or any Director, officer employee, or agent thereof, on behalf of the Organization, which would not be permitted to be carried on:
 - a) By an organization exempt from federal income tax under Section 501c (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or
 - b) By an organization, contributions to which are deductible under Section 170c (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

VIII. Dissolution.

- A. Notice: The process for dissolution shall require that a meeting of Members be called and that the notice of such meeting shall fully state the purpose of the call.
- B. Authorization: The dissolution of the Organization shall be effected in the following manner:

Burns Park Players: By-Laws
Effective July 14, 2020

1. The Board of Directors shall adopt a resolution recommending that the Organization be dissolved, and directing that the question of such dissolution be submitted to a vote at an annual, general or special membership meeting.
 2. Written notices stating that the purpose of such meeting is to consider the advisability of dissolving the Organization shall be sent to each member entitled to vote at such a meeting at least 30 days prior to the meeting at which the vote will be held.
 3. The resolution shall be shall be voted on by written ballot cast at the appropriate membership meeting or delivered to the director named to assemble and count the ballots within 7 days of the general, annual or special meeting at which a quorum is present. The resolution shall be adopted upon receiving at least two-thirds (2/3) of the votes cast.
- C. Conduct after dissolution: Upon adoption of a resolution of dissolution, the Organization shall cease to conduct its affairs except as may be necessary to notify creditors, collect assets and apply and distribute them, pursuant to a resolution duly adopted, as provided in Michigan Compiled Laws.
- D. Distribution of Assets: No plan of distribution of assets may be adopted which allows such assets to be distributed in any manner or to any organization(s) other than in such a manner which disposes of all assets of the Organization exclusively for the purpose of all organizations, or to such organizations or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time of dissolution qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).