

By-Laws of Dutch Country Players, Inc.
May 2, 2018

Article I. The Corporation

Section 1. The corporation shall be known as DUTCH COUNTRY PLAYERS, INC., a non-profit corporation.

Section 2. Purpose

The purpose of the corporation is to produce theatrical events, and through this medium, stimulate greater interest in dramatic, artistic and cultural pursuits in the Perkiomen Valley and the surrounding area.

Section 3. Registered Office

The registered office of the corporation is: 795 Ridge Rd. Route 563, Salford Township, Montgomery County, Pennsylvania. The mailing address is P.O. Box 194, Red Hill, PA 18076. The mailing address may be changed by majority vote of the Board of Directors.

Section 4. Membership

A member in good standing is defined as:

- a. Anyone 18 years of age or older who has paid his/her dues by January 31
- b. A junior member is anyone 14-18 years of age who has paid his/her dues by January 31
- c. Members in good standing who have achieved 20 years of service in the corporation shall become lifetime members and shall not be required to pay yearly dues. They shall retain the rights and privileges of membership. In addition, lifetime members may attend a single performance of each production at no charge.

Non-members may participate in most activities for the theatre.

Section 5. Privileges and Restrictions

Members in good standing retain the following privileges:

- a. to serve on the Board of Directors

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- b. to serve as Chair of a committee, both standing and ad hoc, and to serve on committees
- c. to participate as an actor, technician, designer, director, or producer in production(s)
- d. to attend the final dress rehearsal (preview performance) of any production
- e. to receive complimentary tickets as outlined in the Policy Book
- f. to attend all social events
- g. to receive the DCP newsletter and have access to members only portion of the website
- h. to receive member pricing for productions

Only members in good standing shall be eligible to vote for the following:

- a. elections of officers and directors
- b. questions of ownership or disposition of property
- c. amendments to the By-laws
- d. amendments to Policy
- e. any meeting agenda item

Only members in good standing 21 years of age or older may serve as Officers of the Corporation. Junior members are not eligible to serve on the Board of Directors.

Non-member volunteers retain the following privileges.

- a. to serve on committees
- b. to participate as an actor, technician, designer in production(s)
- c. to attend the final dress rehearsal (preview performance) of any production
- d. to receive complimentary tickets as outlined in the Policy Book.
- e. to attend the annual holiday party and award ceremony for any season in which the non-member participated as an actor, technician, designer in production(s)

Section 6. Application for Membership

Applicants for membership must be sponsored by at least one member in good standing,

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participate in theatre activities (production role, set construction, front of house/box office) at least twice, attend two (2) monthly membership meetings of the corporation, and complete a membership application accompanied by the appropriate dues.

Section 7. Dues

The Board of Directors may from time to time change the amount of the yearly dues as necessary. Dues are due by January 31st of the qualifying year. Members who have not paid by the due date may be assessed a penalty as decided by the Board of Directors and reinstated as members in good standing at the time of payment.

Section 8. Expulsion

The Board of Directors shall, by unanimous vote, expel as members of this corporation for conduct or acts prejudicial to the interest of the corporation, infraction of the rules, or neglect of the requirements of Article I, Section 4 (Membership) of the corporation as set forth in these By-laws.

ARTICLE II Meetings of the Corporation

Section 1. Annual Meeting

The annual meeting of the corporation shall be the regularly scheduled December Membership Meeting.

Section 2. Special Meetings

Special meetings of the corporation shall be called by the president upon written or electronically submitted request of at least seven (7) members in good standing. The purpose of such meetings shall be stated in the written or electronically submitted request. No other business shall be transacted at the meeting. Notice of the time, place and purpose of the meeting shall be electronically mailed to each member of the corporation. Active members (those who regularly participate in corporation activities) who do not possess electronic mail capability shall be

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notified via telephone or in person by the individuals requesting the meeting.

Section 3. Quorum

- a. Regular membership meetings: ten percent (10%) of the members in good standing, but no fewer than twenty (20) members.
- b. Special meetings: ten percent (10%) of the members in good standing, but no fewer than twenty (20) members.
- c. Board of Directors meetings: sixty percent (60%) of the members of the Board of Directors, rounded up to the next whole number. Board members may attend a meeting through electronic means (speaker phone, or video conference). Any such member(s) shall be accounted present.

Section 4. Open Meetings

Regular monthly Membership Meetings of the corporation shall be held in a place and at a time designated by the Board of Directors. These meetings are open to all regular and junior members, their guests, prospective members and the general public. Upon motion by a member in good standing, and duly seconded and adopted by a majority of those present, an executive session may be called, in which case only members in good standing may remain.

Section 5. Voting Procedure

Each member in good standing is entitled to one (1) vote. No votes can be cast by proxy. A majority shall determine all matters unless otherwise provided by law or these By-laws or parliamentary authority. The most recent version of Robert's Rules of Order shall be the parliamentary authority governing the meetings of the corporation, Board of Directors and all committees subject to the laws of Pennsylvania, the Articles of Incorporation and these By-laws.

Article III. Nominating Committee

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Section 1. Composition

At the October Membership Meeting the president shall appoint a nominating committee for the corporation consisting of three (3) members in good standing. The president shall appoint one member to act as chairman.

Section 2. Responsibilities

At the November Membership Meeting the committee shall:

- a. Present a slate of nominees for officers and directors of the corporation for the following year
- b. Ask for any additional nominations

At the December Membership Meeting the committee shall:

- a. Present a slate of nominees for officers and directors of the corporation for the following year
- b. Ask for any additional nominations

Section 3. Balloting

Elections will take place at the December Membership Meeting

Section 4. Restrictions

- a.. Contested elections shall be by secret written ballot. Uncontested elections may be held by voice vote at the discretion of the Chair of the December Membership Meeting.
- b. No ballot can be cast by proxy
- c. A majority will be necessary for the candidate to win. If no majority is reached, a second ballot is cast between the two (2) candidates who received the most votes on the first ballot.
- d. In case of a tie, successive ballots will be taken until a majority is reached by one of the candidates.

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- e. Only those who have been a member in good standing for at least one (1) year are eligible to be nominated for office.

Article IV. Duties of the Directors

Section 1. Board of Directors

The general administration and supervision of this corporation shall be vested in a Board of Directors. This Board consists of the Officers of the Corporation (the President, Vice President, Secretary, and Treasurer) and five (5) additional members (Technical Director, Marketing Director, Artistic Director, Development Director, and Patron Services Director). All nine (9) positions shall be known as Members of the Board.

Section 2. Election, Term and Vacancies.

All Members of the Board of Directors shall be elected for a term of one (1) year or until the annual meeting of the corporation elects a new Board of Directors. The term shall begin at the December Board Meeting.

Section 3. Vacancies in Office

A vacancy among the Members of the Board other than the president shall be filled by a special election. This election will be called by the president at the next general meeting. Notification of the vacancy and election are disseminated to the membership in the same fashion as special meetings [Article II, Section 2]. In the event of a vacancy in the office of the president, the vice president shall assume the office and call for an election upon similar notice to fill the office of the vice president.

Section 4. Reorganization of the Board

At the December meeting, the business of the corporation including all remaining old business shall be disposed of by the outgoing Board of Directors. The newly elected Board of Directors shall not participate in any action of the board. The outgoing Board shall adjourn 'sine

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die' and the newly elected officers shall assume their appropriate offices. The newly elected president shall call for any new business and the new Board shall henceforth conduct the business of the corporation.

Article V. Duties of Personnel

Section 1. The President shall be:

1. The chief executive officer of the corporation and shall preside at all meetings of the corporation and the Board of Directors.
2. Responsible for seeing that the lines of direction given by the members of the corporation and the action of the Board of Directors are put into effect and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the corporation.
3. Ex officio a member of all committees established by the Board of Directors
4. Responsible for convening the organizational meeting of the newly appointed nominating committee
5. Responsible for performing such other duties as assigned by the Board of Directors or prescribed elsewhere in the By-laws or Policy Book.
6. Vote on issues brought before the Board of Directors in the event of a tie.

Section 2. The Vice-President shall:

1. Exercise the functions of the president during his/her absence or disability. He/she shall have such powers and perform such other duties as may be assigned by the president and the Board of Directors.
2. Oversee the membership of the organization, including but not limited to onboarding of new members, upkeep of existing membership, and removal of members not in good standing.
3. Enforce all by-laws and policies as written.

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4. Administer the Scholarship program
5. Perform any other duties that might be assigned by the Board of Directors

Section 3. The Secretary shall:

1. Perform the duties of the President or Vice President in their absence
2. Maintain all records of the corporation
3. Keep and maintain the official copy of the Corporate By-laws, Policy Book, and Board Handbook
4. Collect and maintain all pertinent documentation of the corporation including but not limited to emergency contact forms, photo release forms, and state-mandated clearances.
5. Keep, preserve and make available all of the minutes of the meetings of the membership and Board of Directors and all written committee reports.
6. Be responsible for giving notice of all meetings of the corporation and the Board of Directors
7. Perform any other duties that might be assigned by the Board of Directors Perform the duties of the President or Vice-President in their absence

Section 4. The Treasurer shall;

1. Be responsible for the custody of the funds and securities of the corporation, keeping full and accurate accounts of receipts and disbursements in books belonging to the corporation
2. Keep any monies of the corporation in separate account (e.g. checking and savings) to the credit of the corporation
3. Disburse the funds of the corporation as directed by the Board of Directors
4. Render an account of all transactions and the financial condition of the corporation at the regular Board of Directors' meetings or whenever they are required
5. Be available for the audit of the corporation accounts at a time and by a certified public accountant approved by the Board of Directors

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6. Surrender all books, account, and records of the corporation at the end of his/her term of office
7. Be responsible for the investment of surplus funds. Negotiate with financial institutions for the borrowing needs of the corporation with the approval of the Board of Directors.
8. Track all production accounting and report to membership
9. Set and maintain the annual budget of the corporation with the approval of the Board of Directors
10. Perform any other duties that might be assigned by the Board of Directors

Section 5. The Technical Director shall:

1. Ensure that all shows and performances of the theatre are properly staffed and that all production crew are properly trained in their positions
2. Hold an annual meeting of directors and/or production teams to plan for staging of the following season
3. Maintain the organization of all production areas of the theatre including but not limited to lighting, set and workshop, costume, and props and furnishings.
4. Perform any other duties that might be assigned by the Board of Directors

Section 6. The Marketing Director shall:

1. Handle design, implementation, and delivery of all marketing outreach including but not limited to physical advertisements, social media advertising, playbill creation, and website marketing.
2. Plan and oversee the theatre's annual patron gala with the approval of the Board of Directors.
3. Perform any other duties that might be assigned by the Board of Directors

Section 7. The Artistic Director shall:

1. Oversee the selection of main stage and family theatre productions
2. Oversee the selection and staging of outlet performances
3. Create and enforce the production calendar including but not limited to performances, rehearsals, build days, and other events.

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4. Perform any other duties that might be assigned by the Board of Directors

Section 8. The Patron Services Director shall:

1. Maintain and organize the scheduling of all customer facing volunteer positions for all theatre performances and events
2. Ensure proper training of all volunteers that will be in a customer facing role
3. Accept and respond to all customer feedback, compliments, and complaints in a timely manner
4. Perform any other duties that might be assigned by the Board of Directors

Section 9. The Development Director shall:

1. Ensure that all projects and procedures of the theatre are in line with the approved long range plan.
2. Oversee the process of soliciting, collecting, and acknowledging donations to the organization
3. Oversee the process of soliciting corporate sponsorships and advertising income for the theatre
4. Lead all grant and fundraising projects with the approval of the board of directors
5. Perform any other duties that might be assigned by the Board of Directors.

Article VI. Selection of Directors and Producers of Plays

Section 1. Application

Any member in good standing may apply to direct or produce a play. These formal applications cannot be made until after the final slate of plays has been announced. All applications must be made in writing to the current ~~Recording~~ Secretary.

Section 2. Selection

The Board of Directors shall by a majority vote select directors and producers for the season from those applicants who submitted letters of applications. No application to produce or direct can be approved until the full slate has been shared with members electronically and has been formally presented at one general membership meeting.

Article VII. Committees

Section 1. Standing Committees shall be:

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1. Box Office
2. Capital Improvements
3. Events
4. Costumes/make-up
5. Facilities and Maintenance
6. Lights and Sound
7. Newsletter
8. Outlet
9. Playreading
10. Season Tickets
11. Sets/Props

Section 2. Ad-Hoc Committees

All ad hoc committees shall be established by the president as the need arises for particular projects or day to day activities related to the operation of the corporation. For example: Entertainment, Welfare, Planning, Education, Technology.

Section 3. Appointments

The President with the approval of the Board of Directors shall appoint all committee chairpersons. Their term of office shall run throughout the election year, or until the completion of the task for which an ad hoc committee was established.

Section 4. Execution of Duties

Each committee chairperson shall select people to serve on the committee. Both members of the corporation and non-members may serve on committees.

Each committee chairperson selected shall become familiar with and then perform the duties of the committee.

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Each committee chairperson shall submit to the secretary a written report of his/her committee's activities, including an itemized expense report, for review at the December meeting of the outgoing Board of Directors.

Article VIII. Board of Directors

Section 1. Powers, Responsibilities and Accountabilities

The properties and affairs of the corporation shall be managed by the Board of Directors except as may be otherwise provided in these By-laws or Articles of Incorporation. The Board of Directors is accountable:

- a. To the membership for managing the affairs of the corporation and
- b. To the Commonwealth of Pennsylvania for adhering to the laws dealing with corporations not for profit and non-stock corporations

Section 2. Complaints

The Board of Directors shall investigate complaints lodged against any member in writing and hold hearings to pass upon the conduct of any member charged with any violation.

Section 3. Bonding/ Insurance

The Board of Directors shall require all persons having access to or major responsibilities for the handling of monies of the corporation to be bonded/insured as provided by resolution of the Board of Directors.

Section 4. Budget

- a. The Board of Directors shall present the annual budget of estimated income and expenditures to be approved at the January General Membership Meeting.
- b. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.

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- c. No expense shall be incurred in excess of \$1000 above the total budgetary appropriations without prior approval of the membership.]

Section 5. Fiscal year

The fiscal year of the corporation shall end on December 31st of each year.

Section 6. Depositories

All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors, The Board of Directors is specifically prohibited from investing Corporation monies in speculative common Stock.

Section 7. Approved Signatures

Approvals for signatures necessary on contracts, checks and orders for the payment, receipt or deposit of money to securities of the corporation shall be provided by resolution of the Board of Directors. At a minimum the President and Treasurer shall be signers on all monetary accounts.

Section 8. Professional Assistance

- a. Legal counsel should be retained when necessary by the corporation to:

Insure compliance with federal and state requirements.

Review and advise on any and all legal instruments the corporation executes, such as leases, contracts, deeds and bills of sale.

Review and advise on any official statements developed for the press or media.

- b. A certified public accountant shall be used by the Board of Directors to make an annual examination of the financial accounts of the corporation. The Treasurer shall submit a report of all examinations to the membership.

Section 9. Established Policy

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The Board of Directors shall establish written policy to govern the day-to-day operations of the playhouse. The functions of the Playreading committee shall be included in such policy and its duties and obligations shall be defined in such policy. Such written policy shall be known as The Policy Book and made available to all members in good standing.

Section 10. Amending Policy

- a. Proposed changes to policy shall be submitted in writing to the Secretary by any member in good standing. Such proposed policy shall be posted in the next monthly newsletter. Included in the newsletter will be the date of the general membership meeting when a vote of adoption will take place. A two-thirds majority of the attending members in good standing is required to adopt policy proposals.
- b. The Board of Directors may empower an ad hoc committee for the purpose of reviewing and updating the policy. Any changes to policy recommended by the committee would follow the same procedure as proposals submitted by individual members. The Board is not required to review or approve changes to policy before presentation to membership at large.

Note: The Policy Book may be repealed in its entirety and a newly adopted Policy Book may be enacted in its entirety without the necessity of individual action section by section.

Article IX. Indemnification

A director of the corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless the director has breached or failed to perform the duties of his office as defined in section 8363 of the Directors' Liability Act (42 PACS 8363) and breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The corporation shall indemnify each person who is or was a director, officer or employee of the corporation against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from

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any claim, action, suit or proceeding (whether brought by or in the right of the corporation), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation, or by reason of any past or future action or not taken in his capacity as such director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his office, which for officers and directors, shall be defined in Section 8363 of the Directors' Liability Act and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

As used in this Article, the term's "liability" and "expense" shall include, but shall not be limited to counsel fees and disbursements and amounts of judgments, fines or penalties. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Section except where there shall have been a judgment rendered by a court specifically finding that action or conduct of such director, officer or employee constituted recklessness or willful misconduct. Any such director, officer or employee referred to in this Section who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of character described herein shall be entitled to indemnification as of right. Expenses incurred with respect to any civil or criminal action suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he is not entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of such person.

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Article X. Amendments

Members in good standing of the corporation shall have the power to amend, alter or repeal these By-laws and adopt new By-laws.

a. Any regular member in good standing may propose an amendment to these By-laws.

Upon receipt of such an amendment, the Board of Directors shall appoint a committee of five (5) members in good standing consisting of the proposer of the amendment and one member of the Board of Directors. This committee shall study the proposal and report its recommendations to the Secretary.

b. The Secretary or designate shall electronically send the proposed amendment in writing, together with the recommendation of the committee, to all members in good standing for action at the next regular meeting occurring no less than thirty five (35) days after the mailing date of the proposed amendment. The Secretary shall include the date of the meeting at which the proposed amendment will be acted upon.

c. In order for said amendment to pass, two-thirds of the regular members in good standing present at that meeting must cast an affirmative vote.

d. The Board of Directors may empower an ad hoc committee for the purpose of reviewing and updating the By-Laws. Any changes to the By-Laws recommended by the committee would follow the same procedure outlined in subsection b. above. The Board is not required to review or approve changes to the By-Laws before presentation to membership at large.

Note: These By-laws may be repealed in their entirety and newly adopted By-laws may be enacted in their entirety without the necessity of individual action section by section.