# BYLAWS OF
# THE WIMBERLEY PLAYERS, INC.
A Non-profit Corporation
**(As amended January 2015)**

## ARTICLE I.

The name of the organization shall be THE WIMBERLEY PLAYERS, INC. (the "Players), which is organized as a 501(c)(3) non-profit corporation.

## ARTICLE II.
## PURPOSE AND PARTIES

A. The Players is formed to pursue the purposes stated in the Articles of Incorporation ("Articles") of the Organization. These include the development and production of theater and other performing arts and the encouragement of local talent in Wimberley and the surrounding area.

B. Any person or entity (club, organization, agency, etc.( using the equipment and/or the facilities of the Players is subject to the provisions and regulations set forth in the Articles, these bylaws, and any rules and regulations posted by the Board of Directors.

## ARTICLE III.
## DONOR CIRCLES

A. MEMBERSHIP YEAR: The membership year for any donor member of the Wimberley Players shall be twelve consecutive months, effective on the last day of the month in which a membership contribution is received.

B. DONOR MEMBERSHIP CATEGORIES: Any person or entity may become a Donor Member of the Players (Members) after selecting a donor member category and contributing a corresponding amount. The Donor Member categories are:

   a. Performers
   b. Headliners
   c. Stars
   d. Superstars
   e. Megastars
   f. Showstoppers
   g. Blockbusters

C. The suggested annual contribution amount for each category will be determined *at a regular meeting of the Board. Changes become effective in the following calendar year.*

D. The Performers category is for one person only.

E. DONOR MEMBER CONTRIBUTION OPTIONS: Any person or entity who makes a monetary contribution to the Players may do so in one of two ways:
   1. Submit a one-time contribution in the monetary range of the desired donor member category. For example, if the monetary amount in a donor member category ranged from $500 to $1,000, then the one-time contribution must be in this range.
   2. Pledge to contribute a monetary amount each month or each quarter, and submit the amount pledged for twelve (12) consecutive months or four (4) consecutive quarters. The category of donor membership will be determined by the total amount pledged over a twelve (12) month period.

F. Any Donor Member, at any level, is entitled to one vote. Proxy votes are not permitted.

## ARTICLE IV.
## OFFICERS.

A. Officers and Duties: The Executive Officers of the Players shall be a President, Treasurer, Secretary, and five Vice Presidents all of whom shall be elected by the Board of Directors annually at the last regular meeting of the Board immediately preceding the annual donor circle membership (hereinafter referred to as "Membership" or "members") meeting. They shall hold office subject to the continuing approval of the Board.

   [1] President: The President shall be the chief executive officer of the organization and shall have the general powers and duties generally vested in the office of president of a voluntary not-for-profit organization. These include but are not limited to: presiding at all meetings of the organization and of the Board of Directors; appointing committees and designating chairs of committees; and serving as an ex-officio member of all committees except the Nominating Committee. If the President is unable to preside at any meeting, s/he shall designate in advance, if possible, one of the Vice Presidents to preside. If the President is unable to make this designation, the Vice Presidents shall agree among themselves which of them shall preside at that meeting.

   [2] Vice Presidents: Vice Presidents shall be appointed by the Board to oversee Administration, Artistic Management, Development, Public Relations/Publicity, and Membership & Volunteer Programs. The Treasurer shall be considered a Vice President of the Players. Any one of the six Vice Presidents shall have all the powers and authority to perform the duties of the President in the event of his/her absence or inability to perform said duties.

   [3] Secretary: The Secretary shall be responsible for the organization of all meetings of the Board of Directors and the general membership by preparing agendas and

by keeping and publishing minutes. The Secretary shall also be the custodian of all legal documents and any other records deemed essential by the Board of Directors.

[4] Treasurer: The Treasurer shall be responsible for administering the financial affairs of the Players and the safekeeping of Players funds. Specific duties include the following: keeping full and accurate records of all receipts and disbursements of the Players as well as the deposits of all monies and valuable effects in the name of and to the credit of the Players in such depositories as may from time to time be designated by the Board of Directors. Any expenditures over one thousand dollars ($1000.00) must have approval of a member of the Executive Committee. Checks shall be signed by the Treasurer or the President.

B. Resignation of Officers: Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. The Officer's resignation shall become effective upon receipt of such notice or at any later time specified therein. Unless specifically requested, no written acceptance of an officer's resignation is necessary to make it effective.

C. Other: Any currently serving Board member or duly authorized agent of the Board, who shall enter into contracts or other commitments within the scope of their duties and powers as Agents for the Players shall have no personal liability for any such contract or commitment.

## ARTICLE V.
## MEETINGS OF THE PLAYERS

A. Place of Meeting: Meetings of the Players shall be held at such suitable place, convenient to the members, as the Board of Directors may determine.

B. Annual Meeting: The annual meeting of the membership of the Players shall be held in January of each year. At that meeting the Members shall (1) elect persons to fill vacancies on the Board of Directors; (2) receive reports of officers and committees; and (3) attend to any other items on the agenda.

C. Special Meetings: A minimum of twenty-five (25) members may submit a petition for a Special Meeting of the Membership to the President or to a member of the Executive Committee. Any such meeting must be held within thirty (30) days of the Board's receipt of the request. The Board shall notify the Membership of the time, place, and purpose of the Special Meeting according to the guidelines below. No business other than that specified in the call shall be conducted. No action shall be taken without the consent of two-thirds (2/3) of the members present.

D. Notice of Meetings: The Secretary of the Players shall issue notice in the local newspaper of annual and special meetings of the membership stating the purpose, time, and place of such meetings, at least ten (10) days, but not more than thirty (30)

days prior to such meeting. Notice may also be issued by electronic means as appropriate for members who request this form of communication.

E. Voting: Voting will be held in accordance with Paragraph III. E.

F. Quorum: The presence of any members at a duly held meeting shall constitute a quorum.

## ARTICLE VI
## BOARD OF DIRECTORS

A. Number and Qualifications: The affairs of the Players shall be governed by a Board of Directors consisting of no fewer than 11 (eleven) nor more than 17 (seventeen) persons who must be members of the Players. The Directors shall govern the affairs of the Players until their successors have been duly elected and qualified."

B. Powers and Duties: 'The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Players as provided by law, the Articles, and these By-laws. Such powers and duties to be administered on behalf of the Members by the Board of Directors shall include, but shall not be limited to, the following:

[1] To establish, make and enforce compliance with such reasonable rules and regulations as may be necessary for the operation of the Players with the right to amend same from time to time. A copy of such rules and regulations shall be available for inspection at and will be posted in a prominent location at the organization's primary place of operation.

[2] To borrow funds to pay for any expenditure or any outlay required pursuant to authority granted by the provisions of the Articles and these Bylaws, and to execute such instruments required to demonstrate such indebtedness as the Board of Directors may deem necessary.

[3] To enter into contracts within the scope of their duties and powers.

[4] To establish a bank account or accounts for the Treasury of the Players and for all separate funds as may be deemed advisable by the Board of Directors.

[5] To keep full and accurate books and records showing all of the receipts, expenses or disbursements, and to permit examination thereof at any reasonable time by the members, and to cause a complete audit of the books by a certified or public accountant as may be deemed advisable by the Board of Directors.

[6] To prepare and deliver annually to each member present at the annual meeting a statement showing receipts, expenses or disbursements since the last such statement.

[7] To fill a vacancy on the Executive Committee by electing an officer from among current Board members or from among the qualified members of the Wimberley Players.

[8] To meet at least once a quarter. If immediate action is required by the Board, a majority may vote to conduct such business by e-mail. The President (or Vice President acting as such) shall poll the Board of Directors, call for a vote, and

confirm the results to all members of the Board by e-mail. Any actions or decisions taken by such an e-mail vote will be considered binding and must be recorded in minutes which become part of the permanent record of the Players.

[9] To designate the personnel necessary for the maintenance, operation, and/or construction or any real or personal property, either leased, rented, used, or owned by the Players for the purposes so stated in the Articles and in these Bylaws.

[10] In general, to carry on the administration of the Players and to do all of those things necessary and reasonable in order to carry out the governing and operation of the Players.

C. No Waiver of Rights: The omission or failure of the Players to enforce the covenants, restrictions, uses, limitations, obligations or other provision of the Articles, the Bylaws or the rules and regulations adopted pursuant thereto, shall not constitute or be deemed a waiver, modification or release thereof, and the Board of Directors shall have the right to enforce the same thereafter.

D. Election and term of Office:

[1] Directors shall be elected by majority vote of the members present at the annual meeting of the membership. The term of office of Directors shall be two years. Directors shall be eligible for re-election to the Board up to a maximum of six consecutive years of Board membership. Directors whose terms are expiring shall hold office until their successors have been elected.

[2] A vacancy on the Board occurring between annual meetings may be filled by majority vote of the Board. Such vote may be taken either in a regular or special meeting of the Board duly called, or by special e-mail vote of each Director to the Secretary. Any Director elected to the Board under this provision shall complete the term of the departing incumbent and may be eligible for re-election to the Board up to a maximum of six years of consecutive Board membership.

[3] Directors who have completed six (6) consecutive years on the Board shall be eligible for Board membership after one year.

E. Removal of Directors: At any regular or special meeting duly called, one or more of the Directors, not acting in the best interests of the Players and/or after having missed three (3) consecutive meetings of the Board of Directors, may be removed or asked to resign. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

F. Organization Meeting: The first meeting of Board members following the annual meeting shall be held within Twenty (20) days after the annual meeting at a time and place agreed upon by the Board members at the annual meeting.

G. Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one such meeting shall he held during each quarter. Notice of regular meetings shall be given to each Director, personally, or by mail, telephone or email, at least five (5) days prior to the day named for such meeting.

H. Special Meetings: Special Meetings of the Board of Directors may be called by the President on five (5) days notice to each Director, given personally or by mail, telephone or email, which notice shall state the time, place and purpose of the meeting. Special Meetings shall be called by the President or Secretary in like manner on like notice on the written request of one or more Directors.

I. Board of Directors Quorum: At all meetings of the Board of Directors, the presence of a majority of Board members shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. There being less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further Notice.

J. The Board of Directors may at its discretion appoint non-voting Associate Directors to perform specific tasks defined by the Board that will further the aims and objectives of the organization.

K. Compensation: No member of the Board of Directors shall receive any compensation for acting as such. However, any Director may be reimbursed for actual expenses incurred in the performance of Players affairs.

## ARTICLE VII.
## COMMITTEES

A. Designation: The Board of Directors may, at its discretion, create Standing and ad hoc Committees and appoint members to them.

B. Executive Committee: The Executive Committee shall comprise the President, Treasurer, Secretary, and five Vice Presidents. The Executive Committee shall supervise the affairs of the Players and shall regulate its internal economy, approve expenditures and commitments, generally carry out the established policies of the Players and report to the Directors at each meeting of the Board. The Executive Committee will hold regular meetings *as required* Special meetings may be called at any time by the President or by any committee member, either by mail, telephone or email.

C. Nominating Committee: Before each annual meeting, the Board of Directors shall appoint a committee of three (3) members of the Players who shall nominate candidates for the Board. The names of the candidates shall be submitted to the membership at the annual meeting of the Players. No person shall be elected whose name is not so submitted or whose nomination is not made from the floor at the meeting. The members of the Nominating Committee shall serve as Tellers of the election and shall monitor the voice vote or show of hands or count the ballots (if ballots are used), tally the votes, and announce the names of the newly elected

Directors. The candidates receiving the highest number of votes shall be elected. In the event of a tie, the Tellers shall cast lots to determine the results.

D. Other Committees: The Board of Directors shall appoint other Committees as deemed appropriate.

E. Vacancies: A vacancy in any committee shall be filled by the President until the next meeting of the Board of Directors.

## ARTICLE VIII.
## NON PROFIT ORGANIZATION

The Wimberley Players is not organized for profit. No member, member of the Board of Directors, officer or person from whom the Players may receive property or funds shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof and, in no event, shall any part of the funds or assets of the Players be paid as salary or compensation to, be distributed to, or inure to the benefit of any member of the Board of Directors, officer, or member of the Players; provided, however, always (i) that reasonable compensation may be paid to any member, manager, or officer while acting as an agent or employee of the Players for services rendered in effecting one or more purposes of the Players, and (ii) that any member, manager, or officer may, from time to time, be reimbursed for ~~his~~ actual and reasonable expenses incurred in connection with the administration of the affairs of the Players.

## ARTICLE IX.
## EXECUTION OF DOCUMENTS

The persons who shall be authorized to execute any and all contracts, documents, instruments or conveyance or encumbrances, including promissory notes, shall be two, one of each of the President or Vice President, and the Secretary or Treasurer of the Players.

## ARTICLE X.
## CONFLICTING OR INVALID PROVISIONS

Notwithstanding anything contained herein to the contrary, should all or part of any Article of these Bylaws be in conflict with the provisions of any Non-Profit corporation Act or Statute, such Act or Statute shall control; and should any part of these Bylaws be invalid or inoperative for any reason, the remaining parts, insofar as it is possible and is reasonable, shall be valid and operative.

## ARTICLE XI.
## PARLIAMENTARY AUTHORITY

The Players shall conduct its business according to procedures in the current edition of Robert's Rules of Order Newly Revised, to the extent they are applicable and are not

inconsistent with these bylaws and any special rules of order the Players may adopt.

## ARTICLE XII.
## AMENDMENTS TO BYLAWS

These bylaws may be amended by the Players at a duly called annual meeting, or in any special meeting so long as the notice of such special meeting sets forth the complete text of the proposed amendment(s). No amendment(s) shall be effective unless approved by a majority of the members present.