

**The Little Theatre of Conroe, Inc.**  
**OFFICIAL BY LAWS**

**ARTICLE I**

**Name**

The Name of the corporation shall be the Little Theatre of Conroe, Inc., hereinafter this document will use DBA The Players Theatre Company or The Players.

**Article II**

**Purpose**

The purpose for which this corporation is formed is to produce and present dramatic productions as an educational, cultural, non-profit project. The net income derived from such activities, if any, will not inure in whole or in part to the benefit of any member or Officer.

That in pursuance of said purposes, this Corporation may acquire, by purchase, grant, gift, or otherwise, real estate, the acquisition of personal property, construct buildings and/or other housing facilities incidental to its function and purpose.

**ARTICLE III**

**Fiscal Year**

The fiscal year of The Players shall begin on the first day of July each year and end the 30th day of June of the following year.

**ARTICLE IV**

**Membership**

**Section 1:**

Members must support the stated purpose for which the Corporation exists. A member must be 18 years of age or older.

**Section 2:**

The Board of Directors shall determine membership levels and benefits for each level.

**Section 3:**

The cost of membership shall be determined by the Board of Directors.

**ARTICLE V**

**Board of Directors**

**Section 1:**

The Board of Directors shall be composed of 9 members except as hereinafter provided. One third [3] shall be elected at each Annual Membership meeting, and each director shall be elected for a term of three [3] years. The number of Directors may be increased upon recommendation of the Board of Directors and approval by a vote of the general membership at a called meeting for said purpose.

**Section 2:**

President and President-Elect shall be elected from the veteran Board. Treasurer and Secretary may be elected from the new Board. The Past President becomes ex-officio by rotating off the Board, and shall be Chairman of the Nominating Committee.

**Section 3:**

No member of the Board shall be entitled to succeed himself as an elected member, and no person shall be entitled to serve on the Board with any immediate family member (i.e. spouse, child, and parent)

**Section 4:**

All vacancies in elective positions on the Board shall be filled by the Board, except in the event a vacancy occurs within thirty days prior to an Annual Membership meeting, in which event, such vacancy shall be filled at the Annual Membership meeting by election from the eligible membership.

Should a member be asked to complete the term of a vacant Board position, and serve less than two of the three-year term, that member shall remain eligible to run for the Board of Directors in the Next general election.

**Section 5:**

Immediately after the Annual Membership meeting, the Board shall meet and organize. The Board shall elect a President-Elect from the remaining members of the veteran Board. The Board shall elect a Secretary and Treasurer. Any vacancies occurring among the elected officers shall be filled by the Board.

**Section 6:**

The Executive Committee shall be comprised of the President, President-Elect, Treasurer and Secretary.

**Section 7:**

The outgoing Board President shall automatically be considered a member of the new Board as an ex-officio member. An ex-officio Board member is not a voting Board member.

**Section 8:**

The nominating committee of five members not serving on the Board shall be appointed by the Chairman (President ex-officio) and approved by the Board of Directors not less than ninety (90) days prior to the Annual Membership meeting. They shall prepare a slate to be

presented at the Annual Membership meeting. The candidates presented shall have agreed to serve before being presented to the body. The nominating committee shall notify the Board of the Slate of candidates no later than (30) days prior to the Annual Membership meeting. The Board of Directors shall notify the membership no less than fourteen (14) days prior to the Annual Membership meeting. Additional nominations may also be presented from the floor at said Annual Membership meeting. Nominees to the Board, either by the nominating committee or from the floor are required to have been a member for not less than one calendar year.

## **ARTICLE VI**

### **Duties of Officers**

#### **Section 1:**

The President shall preside at all regular and special meetings of the membership and of the Board of Directors and shall appoint all Committee Chairmen. S/he shall be entitled to appoint a qualified parliamentarian to assist in conducting any meeting at which s/he will preside. S/he will abstain in all matters up for a vote except to make or break a tie.

#### **Section 2:**

The President-Elect shall be in training in order to assume the duties of the President the following term and in the absence of the President, shall preside at all regular and special meetings and assume all powers and duties of said officer as though duly elected to such office.

#### **Section 3:**

The Secretary shall be responsible for keeping the minutes and votes of all Board and Annual Membership meetings of The Players, and shall be responsible for general correspondence including notice of said meetings.

The Secretary will also maintain a journal to be bound at year-end containing all Board minutes and Financial Reports. The secretary shall also maintain the Rules of Order [RO] and Standing Rules [SR] by segregating and publishing, all Board resolutions containing new rules, in the Ro and/or SR.

#### **Section 4:**

The Treasurer shall present a report of The Players funds to Board meetings, the Annual Membership meeting, or any General meeting. In the event that a CPA is contracted by the Board, the duties of the Treasurer shall be performed in conjunction with the CPA.

## **ARTICLE VII**

### **Meetings**

#### **Section 1:**

Annual Membership meetings and special meetings of members must be announced by mail, e-mail or other electronic medium not less than fourteen (14) days prior to said meeting. Purpose of said meeting must be stated in the notice. A majority of those members present at the Annual Membership meeting and/or any special meeting called to amend the bylaws or Articles of Incorporation shall rule.

**Section 2:**

There shall be an Annual Membership meeting of The Players on a date designated by the Board of Directors.

**Section 3:**

There shall be a meeting of the Board of Directors of The Players at least once per month. Date and time of monthly board meetings may be established at the beginning of each fiscal year or may be established by the Board of Directors from one monthly Board meeting to the next.

**Section 4:**

Special Board meetings shall be held when deemed advisable by the President or upon request or by majority of the Board.

**Section 5:**

A quorum of the Board of Directors shall be a majority of the members of the Board.

**Section 6:**

A majority of those members present at the Annual Membership meeting shall rule.

**Section 7:**

A special membership meeting may be called upon written petition to the Board by any of the membership.

**ARTICLE VIII**

**Committees and Responsibilities**

**Section 1:**

The Board of Directors shall have the power to establish standing committees, or to dissolve standing committees as deemed appropriate. All Chairpersons, shall be fully accountable to the Board of Directors who remain accountable to the membership as per Article XI. Section 1.

**ARTICLE IX**

**Employed Personnel**

**Section 1:**

No professional personnel shall be employed by the Corporation except by a written contract which has first been approved, in toto, by the Board of Directors. Such contract must contain, in addition to the name of the person or persons employed, the terms of the contract, the salary and how it is to be paid, a general statement of the duties of any employee, any specific limitations on such employed person, and shall be subject to the bylaws in effect at the time the contract is approved by the Board. All duties of any employed professional shall be performed under the direction of the Executive Committee.

**Section 2:**

Professional personnel may attend meetings of the Executive Committee or The Board of Directors meetings when so invited by the President. In the Event the competency or term of office of any professional employee is in question, such person shall be entitled to a hearing of the Board of Directors before a final decision is made.

**ARTICLE X**

**Amendments**

**Section 1:**

Amendments to these bylaws may be made by petition. Any amendment must first be presented to the Board of Directors before being submitted to the membership. The Board of Directors must present amendments to the membership within sixty (60) days after they have been presented to the Board of Directors. Simple majority of those members present at the Annual Membership meeting and/or any specific meeting called to amend the bylaws or Articles of Incorporation shall rule.

**ARTICLE XI**

**Removal of Member for Cause**

**Section 1:**

Any Board Director or member may be removed for just cause by a two-thirds vote of the members present at a called meeting of the Board of Directors.

**ARTICLE XII**

**Dissolution**

**Section 1:**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and Operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C3 of the Internal

Revenue Code of 1954 (or any future corresponding provision of such code), as the Corporation shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operating exclusively for such purposes. Also, this Corporation is organized and shall conduct its affairs in a manner which shall be in conformance with the type of Corporations for which an exemption is provided under Section 171.063 of the Texas Tax Code or any revisions thereof.

## **ARTICLE XIII**

### **Rules of Order and Standing Rules**

#### **Section 1:**

Rules of Order will be defined as “Roberts Rules of Order”. The Secretary will keep said Rules of Order for reference at all meetings of the membership and Board of Directors.

#### **Section 2:**

Standing Rules may be revised or added to by resolution of the Board of Directors. The Secretary will keep said Standing Rules in a bound journal for reference at all meetings of the membership and Board of Directors.