

Wolfsmouth Players Company

By-Laws

Article I – Definition & Mission Statement

- A. The Wolfsmouth Players Company (hereby referred to as “the Company”) is an ensemble company committed to empower theatre artists to pursue new work that is unique, honest, and socially important, particularly around the idea of theatre as political activism.
- B. The Wolfsmouth Players Company states the following to be their basic theatrical policy:
 - a. That the goal of the organization is to achieve a finished production of any theatrical presentation.
 - b. That theatrical presentations may be presented either to the members only or to both members and the general public, as determined by the Executive Board.
 - c. That plays shall be selected with due regard for excellence, audience appeal, and production practicability.
 - d. That further goals shall be to provide the opportunity and media for the exercise and enhancement of the creative talents and skills of the members and other interested persons; foster the enjoyment of the production staff in presenting the best of living theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.
- C. This organization shall abide by all applicable laws of the State of New York and the United States.

Article II – Meetings and Quorum

- A. General Meetings shall be held quarterly.
- B. The number of Directors necessary to constitute a quorum shall be one (1) more than half the members of the Board of Directors.
- C. The number of General Members necessary to constitute a quorum shall be one (1) more than half the General Membership.
- D. Special meetings may be called by any member of the Board of Directors with a minimum of five (5) days notice. Special meetings shall not count against any number of meetings necessary to upkeep membership, but shall be counted towards it.

Article III – General Membership

- A. General Membership may be attained by:
 - a. Participation in any authorized or assigned activity of the Company in the area of theatre management or play production. Qualifying participation shall require the equivalent of an assigned single production part (cast, crew, and staff) from

the beginning to completion. The applicant shall be in pending status until this participation condition is met.

- b. Nomination for membership consideration by an active general member, requiring submission of either a written application or audition piece to the Board of Directors.
- B. Membership decisions must comply with federal laws prohibiting discrimination on the basis of race, religion, color, national origin, ancestry, age, sex, sexual orientation, gender identity and expression, disability, atypical hereditary cellular or blood trait, marital status, civil union status, domestic partnership status, military service, and veteran status, and any other category protected by law.
- C. All members who have voting rights [indicated below] may vote in elections for the Executive Board.
 - a. In order to have voting rights, each member must attend a minimum of one (1) general meeting per season.
 - b. Minors are eligible for General Membership with approval of a guardian.
- D. No member may act as a representative of the organization without explicit approval of the Board.
- E. Any member may be removed either with or without cause by a simple majority vote of the Directors at any regular meeting or special meeting of the Board of Directors.

Article IV - Board of Directors

- A. The Board of Directors (hereby referred to as “the Board”) oversees the day-to-day management of the Company.
- B. Shared duties of the Board are as follows:
 - a. Manage all business of the Company.
 - b. Set the agendas for all meetings.
 - c. Transact any urgent business that might arise between meetings.
 - d. Make all rules and regulations which they deemed necessary and proper for the governing of the Company as well as for the due and orderly conduct of the affairs of the Company.
 - e. Make all rules and regulations for the management of its property not otherwise inconsistent with the By-Laws.
 - f. Appoint such employees and/or agents as may be necessary to conduct business of the Company.
 - g. Make special appropriations as deemed necessary for the efficient maintenance of the Company. Any such appropriations shall be reported at the next meeting of the General Membership.
 - h. Set both short and long range objectives to accomplish their stated purpose(s).
 - i. Identify and propose and Producer in Residence candidates for unanimous Board approval.

- C. The five Board positions in gavel order are: two Co-Artistic Directors, one Managing Director, one Director of Finance, and one Marketing Director.
- a. The two Co-Artistic Directors are responsible for preserving the artistic integrity of the ensemble company. The duties of the Co-Artistic Directors are to:
 - i. Maintain an active presence and voice at all performances, rehearsals, auditions, and tech days.
 - ii. Oversee directors chosen for the season, staff for productions, and casts of all productions.
 - iii. Review general membership nominations and production proposals.
 - b. The Managing Director oversees all the practical affairs of the company. The duties of the Managing Director are to:
 - i. Serve as a liaison between members, the board of directors, and producers in residence.
 - ii. Maintain a roster of current membership, and disseminate information to said membership.
 - iii. Works out logistics with outside organizations.
 - iv. Records meeting minutes and calls meetings to order.
 - v. Handles tasks not otherwise allocated in these bylaws.
 - c. The Director of Finance maintains and updates the season budget. The duties of the Director of Finance are to:
 - i. Maintain and update the season budget.
 - ii. Ensure all productions stay within budget.
 - iii. Handle receipts and box office returns.
 - iv. Fill out paperwork.
 - v. Deposit money in a timely manner.
 - vi. Develop and oversee all fundraising projects.
 - d. The Marketing Director oversees all promotion of productions and events. The duties of the Marketing Director are to:
 - i. Maintain online social network profiles, monthly newsletters, brochures, and other media.
 - ii. Post fliers and other promotional material for season shows.
 - iii. Develop and oversee all marketing projects.
- D. General Membership applications must be reviewed by all members of the Board. Membership is granted with a simple majority vote.
- E. In order to maintain status as a Board member, each person must fulfill their specific duties. If any Board member is believed to be in violation of these bylaws, articles of impeachment may commence against the board member.
- a. Every member with voting rights will vote on the removal of the board member in question, though neither the board member in question nor the petitioner have a vote.
 - b. A vote of impeachment requires $\frac{2}{3}$ majority to remove the Board member.

- F. Any vacancy occurring on the Board shall be temporarily filled by the Board for the remainder of the vacated unexpired term.
 - a. An affirmative majority vote of the Board is required to fill a vacancy. This vote shall take place during a meeting at which a quorum is present.
 - b. Approval of this appointment by simple majority vote will be required at the next meeting of the General Membership. Should this vote fail, an emergency election will be conducted within two weeks time. This election will follow the same general structure as all other elections, as outlined below.

Article V – Elections

- A. Every member with voting rights has one vote for each position on the Board of Directors.
 - a. Current members of the Board vote during elections unless they are running for an additional term. In that instance, one may not vote for the position one is running for, but may vote for all other positions.
 - b. Voters have the right to abstain, meaning a withdrawal of opinion. This vote would count towards the majority.
- B. Preceding vacancy, Directors shall be elected by an affirmative vote of a majority of the members present at the annual meeting and assume office on the first day of the following calendar year.
 - a. If no candidate receives a majority after the vote, a runoff between the top two vote-getters will commence.
 - b. There will be nominations for the five Board positions facilitated through email.
 - c. Any member may self-nominate or be nominated by another member. The nomination must be seconded and accepted by the prospective candidate.
- C. Directors agree to serve for two (2) years.
- D. Any member not attending the annual meeting may vote by absentee ballot. This request must be received in writing by the Board prior to the annual meeting.

Article VI – Show Proposal

- A. Proposal Process
 - a. Proposals may be made by playwrights, prospective directors, or a production team, and may be submitted for consideration at any time.
 - b. Tier I: All proposals are read and considered by the Co-Artistic Directors. Strong proposals move on to Tier II. Proposals are judged on: the production's adherence to the mission of the Company; the quality of the artistic vision; proposed staff; whether the production will provide balance to the season; whether the production is financially feasible; cost and availability of performance rights, if not an original piece; and marketability.

- c. Tier II: The proposals that move on receive an interview to give the candidate(s) a chance to give the Board of Directors a better understanding of their vision. The five Board members sit in on the interview. During questioning, each Director will ask questions pertaining to their individual departments.
- B. Show Selection
 - a. Shows are selected by the Board of Directors by a simple majority vote. In the case of a tie, the decision is at the ultimate discretion of the Co-Artistic Directors.
 - b. The Board of Directors shall schedule the presentation of the play.

Article VII – Production

- A. Admission tickets may be sold to the general public for all Company productions unless otherwise determined by the Board.
- B. A Production Coordinator, or multiple Production Coordinators, must be designated and pledge to take on ultimate financial responsibility for the production.
- C. In order to be a Wolfsmouth Players Company production, the following criteria must be met:
 - a. All crew positions will be offered first to ensemble members to perform such functions as direction, stage management, lighting crew, stage crew, makeup, and costumes before outside assistance is sought after.
 - b. Performers may either be members or non-members, and the selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question, however advance notice of tryouts must be given to all ensemble members. All ensemble members are given space in callbacks should they choose to pursue a role.
 - c. All cast and crew members must receive reimbursement for travel expenses incurred to and from rehearsals by the most reasonably economic means available considering location of rehearsal.
 - d. All cast members must receive a minimum of but not limited to \$100 per live performance at the conclusion of the run of the production. It is highly encouraged to stipend crew members likewise.
 - e. The final show program copy must be approved by a minimum of one (1) Co-Artistic Director.
 - f. Company funds may be used throughout the production process as approved by the Director of Finance.
 - g. Pending Director of Finance budget line approval, proceeds from ticket sales may be used throughout the production process. Any excess will remain in possession of the Wolfsmouth Players Company to provide funding for future ensemble productions.
- D. The Director of a production shall have complete control over the production and presentation of the play, subject to the Company's criteria.

- E. In the case of failure of a Director or Production Coordinator, the Board assumes full responsibility for the production.

Article VIII – Producer Residency

- A. A Producer in Residence may conceive, develop, and implement their artistic vision for the ongoing development of the aesthetic, values, and activities of the Company. The rights of the Producer in Residence are to:
 - a. Introduce new ideas and concepts that might align with the Company’s initiatives.
 - b. Commission or otherwise source Company playwrights to develop new work.
 - c. Supervise and collaborate with artistic personnel, including directors, performers, designers, and stage managers.
 - d. Act as a spokesperson for the Company’s artistic purpose via speaking engagements, public and social appearances, and, as requested, at fundraising events and solicitations.
 - e. Foster the development of good relations with other cultural organizations by participating in meetings and joint activities where appropriate.
 - f. Participate in Company productions as desired.
- B. All Producers in Residence are considered Executive Producer of all Company productions during their residency, and must be credited as such.
- C. Show Proposals made by the Producer in Residence are not subject to a tiered review process, but must be presented to the Board for final approval.
- D. A Producer in Residence receives the same production control and voting rights as a Co-Artistic Director.
- E. For voting purposes, a Producer in Residence may be considered an additional Co-Artistic Director, however their vote or attendance is not required for regular function of the Board of Directors.
- F. A Producer in Residence may be invited to the Company only by unanimous decision of the Board of Directors.
- G. Producers in Residence serve at-will and without term limits; a Producer in Residence may stay in residency as long as they wish or leave after a duration of their choosing.
- H. A Producer in Residence may be unwillfully removed with cause by a simple majority vote of the Directors at a special meeting of the Board of Directors.

Article IX – Ratification

- A. All members of the Wolfsmouth Players Company will have access to these bylaws.
- B. For adoption, these bylaws require a ¾ majority approval from the General Membership each calendar year. Adoption begins immediately.

Article X - Amendment Process

- A. There shall be an opportunity for a revision of these bylaws every year at the discretion of the Board of Directors.
- B. If the bylaws need to be amended during the season, the Board of Directors may do so by a majority vote of the Board.
- C. In the event of a revision to the bylaws, the General Membership must be polled for any suggestions. These suggestions will be reviewed by the Board of Directors and adopted by a majority vote of the Board.

Article XI - Dissolution

- A. Authorization for the dissolution of the Corporation shall be effected in the following manner:
 - a. The Board of Directors shall adopt a resolution recommending that the Company be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting either special or regular, or the general membership.
 - b. Written notices stating the purpose of such meeting is to consider the advisability of dissolving the Corporation shall be sent to each member entitled to vote at such a meeting in the manner set forth in Article III, Section 3 of these By-Laws.
 - c. The resolution shall be adopted upon receiving at least two thirds of the votes entitled to be cast by the members present.
- B. Upon members adoption of the resolution, the Corporation 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.
- C. 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 Company exclusively for the purpose of all corporation, 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).