

SPOTLIGHT PLAYERS CONSTITUTION AND BY-LAWS

ARTICLE I: **NAME**

The name of this incorporated nonprofit organization shall be, "Spotlight Players."

ARTICLE II: **MISSION**

The mission of this nonprofit organization shall be to provide an avenue for the community to participate in the performing arts; to develop the skills of members and others in the theatre arts (acting, directing, technical and administrative); to offer a variety of entertaining and cultural productions; and, to expand the number of people exposed to the arts through theatrical productions and activities.

ARTICLE III: **MEMBERSHIP**

- A. Payment of Dues and Benefits of Membership. Upon payment of annual dues, a person shall be considered a member and shall be entitled to vote on issues that affect the Spotlight Players membership. Regular membership in Spotlight Players shall be open to all those interested. All members shall receive a copy of the Constitution and By-laws, upon request. Members who are at least sixteen years old shall be accorded other benefits as may be established from time to time by the Spotlight Players Board of Governors (the "Board"), including the right to participate in the election of the Board at the annual meeting. Persons who are not members may participate in designated activities but will not be allowed to vote in the affairs of the organization and will not be accorded the benefits of membership.
- B. Amount of Dues; Penalty for Non-Payment. The Board shall set the amount and structure of annual membership dues. Once established, that amount shall be effective until the Board votes to change it. Membership dues shall be payable annually. Anyone who has not paid dues within 30 days of being notified that they owe, shall be removed from further participation in Spotlight Players activities.
- C. Membership Term. The annual membership term shall run from June 1 through and including May 31 of the following year.

- D. Lifetime Memberships. The Board, in its discretion, may award lifetime memberships. Lifetime Memberships that may have been granted and recorded by previous Boards, as well as any in the future shall be honored for their duration, as members.

ARTICLE IV:
BOARD OF GOVERNORS, OFFICERS, AND MEETINGS

- A. Board of Governors. The Board shall conduct the day-to-day affairs of Spotlight Players. It shall consist of eleven members.
1. Board Member Election. Every member of the Board shall be elected by the membership at the Annual Meeting. Elections to the Board shall be by secret ballot.
 2. Board Member Terms of Office. Board members' terms of office shall be as follows:
 - a. Nine members of the Board shall each serve a three-year term. Each of these nine members shall have been a member of Spotlight Players for at least the full year prior to his or her nomination and election to the Board. Three of these nine Board members shall be elected at each Annual Meeting, as their terms expire.
 - b. Two Board members shall each serve a one-year term. These two Board members may have been a member of Spotlight Players for less than one year at the time of their nomination and election.
 - c. No person may serve as a Board member for more than eight consecutive years.
 - d. After serving as a Board member for eight consecutive years, a person may not serve on the Board for a period of one year.
 3. Board Member Dues. Every Board member must pay his or her Spotlight Players dues within 30 days of election to the Board. The Board shall immediately remove from the Board any member who does not pay dues within 30 days of election.
 4. Board Member Duties. The Board shall plan, establish, execute or facilitate, and evaluate Spotlight Players' projects and goals through the direction of the President and the Executive Committee. Every member of the Spotlight Players Board shall have the following responsibilities:

- a. Perform any duties or charges as designated by the President, including service on committees;
 - b. Convene and direct the work of any committees of which he or she is the chairperson;
 - c. Read carefully all material presented to the Board;
 - e. Attend all Board member development opportunities as planned by the Vice President; and
 - e. Serve as caretaker of Spotlight Players, setting aside personal views for those of the organization in accordance with this document.
5. Removal by the Board. A Board member may be removed from his/her position at the Board's discretion, by majority vote. A member of the Board shall automatically be removed from office at the time of his/her third unexcused absence from a regularly scheduled Board meeting or upon his/her sixth absence from a regularly scheduled Board meeting.
6. Board Vacancy. In the case of a Board vacancy the Board may appoint, by majority action, a replacement Board member, from the current membership of Spotlight Players. The replacement Board member shall serve until the next scheduled Annual Meeting. At the next scheduled Annual Meeting, the replaced Board member's term will be elected as a one-year term. If a replacement Board member is needed for more than two years, the position will be elected as a one-year term at each of the next two Annual Meetings.
- For example, if a Board member leaves unexpectedly during the first year of a three-year term, the Board will select a replacement to serve out the remainder of the first year. At the next two Annual Meetings, the term will be elected as a one-year term.*
- If a Board officer resigns during his or her term of office, that office will be filled by a current Board member who meets the criteria set out in Article IV § B, and will be elected via the process set out in Article IV § B(6).
7. Committees. The Board, in its sole discretion, shall have the ability to convene and create committees as deemed necessary. All committee appointments shall commence at the first board meeting following the Annual Meeting, and shall run for one fiscal year only.
8. Policies and Practices. The Board shall have the ability to modify any Spotlight Players Policy or Practice by a majority approval by the Board during any scheduled board meeting. Revisions made to the Policies and Practices become effective at the time of approval by the Board.

B. Officers. Spotlight Players shall have the following officers: President; Vice-president; Secretary; and Treasurer.

1. President. The President shall lead Spotlight Players and the Board such that the organization functions as described in the Constitution and By-Laws, maintains a program of excellence, and offers maximum service to its members and the community. The President's responsibilities include, but are not limited to, the following:

- a. Construct agendas for, convene and preside over meetings of the membership, the Board, and the Executive Committee;
- b. Prepare short-term goals for each fiscal year and long-term plans for Spotlight Players' future development;
- c. Recommend policies consistent with the objectives of the organization and, after such policies are approved by the Board, oversee the execution of such policies;
- d. Plan and guide the formulation of a program that supports the purpose of the organization and continually review that program in order to maintain effective operations;
- e. Serve as chairman of the Executive Committee and as non-voting ex officio member of all other Board committees;
- f. Appoint committee chairpersons from the current Board membership;
- g. Serve as liaison to state, regional and national theatre associations, arts organizations and other such organizations as may exist or come to exist;
- h. Direct the official correspondence of the organization; and
- i. Produce and distribute a summary of the year's activity to present at the Annual Meeting.

2. Vice President. The Vice President shall assist in providing leadership to Spotlight Players, ensure broad community participation in the creation of artistic product, and act as President when the President is unavailable. The Vice President's responsibilities shall include, but are not limited to, the following:

- a. Serve as chairperson of the Executive Committee in the absence of the President;
- b. Be available to the President for advisory purposes;

- c. Work closely with the President on long-term planning and evaluation of the organization's direction and goals, working toward achieving the organization's mission;
 - d. Plan Board development opportunities designed to enhance Board skills both individually and collectively;
 - e. Act as President whenever the President is unavailable.
3. Secretary. The Secretary shall ensure that all business of the Corporation is adequately recorded, maintained, reported to the membership and other agencies when required and distributed in a timely manner. The Secretary's duties shall include, but are not limited to, the following:
- a. Facilitate the preparation of agendas with the cooperation and under the direction of the President;
 - b. Serve as recording Secretary of the Corporation, recording minutes of all meetings of the Executive Committee, the Board, and the Annual Meeting, and maintaining a permanent minute book;
 - c. Distribute minutes, reports and agendas to each Board member prior to the Board meetings;
 - d. Distribute a copy of all relevant governing materials to all new Board members and distribute changes to each Board member as may occur;
 - e. Facilitate any special correspondence as the President or the Board may direct;
 - f. Ensure that all notices are given in accordance with this document or as required by law;
 - g. Maintain and be custodian of records, books, files, corporate records, and any other documents necessary to further the purposes or goals of Spotlight Players. In cooperation with the Treasurer, maintain financial reports, corporate tax records, and other financial reports; and
 - h. Transmit all records in an orderly and timely manner to the incoming Secretary.
4. Treasurer. The Treasurer shall ensure that financial accountability of the Corporation is maintained and reported to the membership and other agencies when required. The Treasurer's responsibilities shall include, but are not limited to, the following:

- a. Develop and present the annual budget; working closely with the President and Executive Committee members;
- b. Serve as custodian of all of Spotlight Players' funds;
- c. Receive, account for and deposit all funds;
- d. Disburse funds in compliance with the annual budget;
- e. Generally supervise all of Spotlight Players' funds and accounts;
- f. Adhere to all Spotlight Players policies regarding the receipt, accounting, depositing and reporting of all funds and the disbursement of funds;
- g. Prepare or facilitate preparation and transmittal of financial reports, tax returns and corporate records;
- h. Transmit copy of all reports to the Secretary;
- i. Facilitate billing of such accounts as may be necessary;
- j. Request and receive budget requests from various committees, officers and Board members, as necessary;
- k. Transmit copies of all records to the Secretary; and
- l. Report to the Board at all Board meetings and to the membership at the Annual Meeting.

These officers together shall constitute an Executive Committee.

5. Officer Qualifications. Officers shall be members of and are elected by the Spotlight Players Board. Each officer must, at the time of his or her election as an Officer, be a member of Spotlight Players. All Board members who served on the Board for the year prior will be asked if they wish to run for each Officer position as that position is elected. If no board members who served on the Board for the year prior are willing to accept the nomination for that Officer position, then a new member to the board may be nominated to that Officer Position, with exception being the position of President and Treasurer. All Board members who served on the Board for the year prior and are not in the final year of their term, will be asked if they wish to run for the position of President. If each of those board members declines to run as President, then a board member in the last year of their term may be nominated to run for the position of President. The President and Treasurer must have been on the Board in the prior year. The Board may, from time to time, designate and appoint other officer positions, as the Board deems necessary. Such designated positions shall serve only for the term in which

they have been designated and appointed. A Board member may hold only one office at any time.

6. Officer Elections. Officer elections shall occur as follows:

- a. The Board must elect its officers before it conducts any other business following the Annual Meeting. Officer elections shall be held at the Annual Meeting, immediately following the business of that meeting, or, if election at that time is impossible, during the first regularly scheduled meeting of the Board following the Annual Meeting. To begin the election process, the outgoing Board President shall make any necessary announcements. He or she will then ask for a volunteer Board member to assist in conducting the election of President. The volunteer Board member may not be a candidate for the position of President.
- b. The volunteer Board member shall ask each Board member that is not in the final year of their term and was on the Board in the prior year if he/she wishes to be considered for the position of President. If none of those Board members wish to be considered for the position of President, then the volunteer Board member shall ask each Board member that is in the final year of their term and was on the Board in the prior year if he/she wishes to be considered for the position of President.
- c. During the election, the candidate(s) for President shall leave the meeting room. The remaining Board members may discuss the selected candidate(s) qualifications, and shall vote their candidate preference by show of hands. The candidate with the most votes wins the office. The volunteer Board member shall tally the vote aloud, usher the candidate(s) back into the meeting room, and announce the result to the full Board. If there is a tie between two of three candidates, the third (unsuccessful) candidate shall rejoin the voting Board members and cast a vote in the election.
- d. The newly elected President will run the remaining elections for Vice President, Treasurer, and Secretary (in that order), following the same process as the election for President.
- e. Each officer position must be elected to their position; he/she may not be elected by acclamation. An unsuccessful candidate may run for any remaining office if he/she is qualified to fill that position.

C. Meetings.

1. Annual Meeting. Spotlight Players' Annual Meeting shall be held in May of each year, but no earlier than the 14th day of that month. Members as of April 1 of the current year will be eligible to vote on all matters discussed at the meeting. The

Board may establish, by Board action, the date of the annual meeting. Should it become necessary to hold the Annual Meeting in a month other than May, all members shall receive at least 30 days' advance notice from the Board. A quorum for the Annual Meeting shall consist of ten current members of Spotlight Players, provided that at least one of those present is an officer of the organization.

2. Board Meetings. Meetings of the Board shall be established on a monthly basis with at least eleven meetings during any calendar year. Each Board meeting shall be scheduled by the President and announced to all members at least 30 days in advance. Such announcement shall include the date, time and location for the meeting. Members of Spotlight Players or other members of the public may ask or be asked to attend a Board meeting. The meetings are open to the public.
- 2.a A "Quorum". A majority of Board members then in office constitutes a quorum for the transaction of any business at any meeting of the board as long as at least one person present is an officer of the organization. Actions voted on by a majority of Board members present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 2.b Special Meeting of the Board. Special meetings of the board may be called by any two Board members at an agreed time and place. Notice of the time and place of a special meeting shall be given to all Board members in any manner at least three days before the meeting.
3. Special Membership Meetings. Special Meetings of the membership may be called at any time by the President with the approval of the Board provided that members are notified at least seven days in advance of the said special meeting. A quorum for any Special Membership meeting shall consist of five current members of Spotlight Players, provided that at least one of those present is an officer of the organization.
4. All meetings of the Spotlight Players shall be governed in an orderly manner and employ the spirit of "Robert's Rules of Order, Revised".
5. Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting, unless the meeting is called for the purpose of the corporation entering into a transaction which exceeds Ten Thousand Dollars (\$10,000.00).
6. Meeting by Telephone or Similar Equipment. A Board member may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

7. Consent to Corporate Actions via Silence. The board may take action without a meeting via electronic mail (“e-mail”) sent to the e-mail addresses of all Board members on file with the corporation, so long as no action shall be taken without seventy-two (72) hours notice of the proposed action. A Board member’s failure to respond to a written request for board action sent via e-mail shall be deemed an assent to the particular action so long as the e-mail request for action clearly requests a response to the written action within seventy-two (72) hours. All motions, voting results, and any other board business conducted via e-mail, will be summarized at the next scheduled board meeting and included in the minutes of that meeting.

ARTICLE V:
FISCAL YEAR

Spotlight Players’ fiscal year shall run from June 1 through and including May 31 of the following year.

ARTICLE VI:
AMENDMENTS

- A. At least every two years, the Board shall convene a committee to review and update this document. Proposals of amendments to this document may be originated by any member, by written submission to the Board.
- B. The Board shall review such proposals to determine any necessary division, partition or combination to conform to the spirit and intent of this document. The committee shall prepare and present the revised document with the changes to the all members of Spotlight Players as soon as practicable at the Board’s discretion.
- C. As soon as practicable after the presentation by the committee, the President shall set and announce a time and place for a hearing and vote on the revised document. The revised document, along with the decided location, date and time, shall be sent by mail or electronic mail to all members of Spotlight Players. Such notice shall be sent at least 30 days prior to the meeting at which the voting will take place. At the meeting, members may vote on the proposed amended document in its entirety. If the revised document receive a two-thirds majority of the voting members present, it shall be adopted and shall become effective immediately. If the document fails to receive a two-thirds majority, the current approved document (before these changes) remains in effect.

ARTICLE VII:
FINANCES, LEGAL COMPLIANCE AND DISSOLUTION

- A. Spotlight Players shall be funded through the collection of membership dues, the sale of season and individual tickets to theatrical performances and through any other activity that is both consistent with its mission and not in violation of applicable federal and state statutes.
- B. All members and those associated with Spotlight Players activities shall be expected to comply with all laws and ordinances established by the local community, the State of Michigan and the United States of America. Violations of any applicable law or ordinance shall result in a loss of membership status or any associated relationship with Spotlight Players. Such loss of status shall not be revocable at any time, now or in the future, by any persons within the organization or by the organization itself.
- C. In the event of dissolution, all assets real and personal, shall be distributed by the Board—in its sole discretion—to organizations designated as tax-exempt under Section 501(c)(3) of the internal Revenue Code.

ARTICLE VIII:
INDEMNIFICATION

- A. Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- B. Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
- C. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections A or B of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- D. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section C of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- E. Determination That Indemnification Is Proper. Any indemnification under sections A or B of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections A or B, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of Board members who were not parties to such action, suit, or proceeding.
 - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Board members who are not parties to the action. The committee shall consist of not less than two disinterested Board members.
 - (c) By independent legal counsel in a written opinion.

- F. Proportionate Indemnity. If a person is entitled to indemnification under sections A or B of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- G. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections A or B of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- H. Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- I. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Board members and officers of the corporation.
- J. Former Board members and Officers. The indemnification provided in this article continues for a person who has ceased to be a Board member or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- K. Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Board member, director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a Board member, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.
- L. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

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