

# Potomac Playmakers, Inc.

## Bylaws

### I. Name and Purpose

1. The name of this organization shall be Potomac Playmakers, Inc. (The Playmakers), incorporated under the laws of Maryland and classified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.
2. The Playmakers shall operate primarily, but not exclusively, in the City of Hagerstown, Maryland.
3. The Playmakers shall produce, and promote the production of theatrical performances, in order to educate, entertain, and preserve the tradition of live theatre.
4. The Playmakers may purchase, lease, acquire, hold, develop, improve, mortgage, trade, sell, exchange, let, encumber, dispose, manufacture, and operate and administer real or personal property suitable for the production of theatrical performances, or in support of the production of theatrical performances, and to do all other things necessary and proper to accomplish the purposes stated herein.
5. The Playmakers may secure all rights and clearances necessary to accomplish the purposes stated herein.
6. The Playmakers may solicit, accept, hold and administer contributions in whatsoever form made.
7. No part of The Playmaker's net earnings or assets shall be distributed as a dividend, or inure to the benefit of, any private individual or group.

### II. Membership

1. Membership is open to all persons who agree to abide by these bylaws and any other official policies adopted by the Board of Directors (Board), and have paid membership dues no later than two (2) weeks prior to the annual membership meeting.
2. Members are entitled to all privileges of membership, including but not limited to:
  - a. Voting at the Annual Membership Meeting
  - b. Serving on the Board of Directors by appointment or election
  - c. Attending, without voice or vote, all open meetings of the Board
  - d. Serving on temporary or standing committees
3. The Secretary shall issue membership cards upon receipt of payment.

### III. Meetings

1. General Membership Meetings
  - a. The Playmakers shall hold an Annual Membership Meeting in June of each year on a day, hour, and place fixed by the Board. Such meeting must be advertised at least two (2) weeks prior through written notice. Publication through direct mailings, local newspapers, e-mail, the official Potomac Playmakers website, Facebook group, or comparable social media site are all considered sufficient notice. The purpose of the meeting is to elect members to the Board of Directors, and for the transaction of general business.

- b. Special Meetings of The Playmakers may be called at any time by the President, with the approval of the Board, with forty-eight (48) hours written notice. The stated purpose of the meeting must be included in the meeting notice.

## 2. Board Meetings

- a. The Board of Directors shall meet a minimum of four (4) times per year at a time and place set by the President, with approval of the Board.
- b. Special meetings of the Board may be called at any time, with twenty-four (24) hours written notice, by the President. The stated purpose of the meeting must be included in the meeting notice.
- c. Any action required or permitted by these Bylaws or other official Board policies, except for removal proceedings or personnel matters, may be taken by phone or electronic vote (i.e. email, text, Messenger, etc.) in lieu of a meeting.
  - i. Votes in this manner must be initiated by the Board President, but may be requested of the President by any Board member.
  - ii. All actions taken by phone or electronic vote require a 2/3 majority vote of all Board members to pass. However, failed motions are not precluded from further discussion in a regular or special meeting.

## 3. Quorum

- a. A quorum at any meeting shall consist of at least 2/3 of the current members of the Board of Directors, or a simple majority of all paid members. Said quorum may transact all business of the Playmakers.

# IV. Board of Directors – Composition

The Board of Directors shall consist of the following positions:

## 1. President

- a. Elections shall be held only when the term of office of the current President is expiring at the end of the fiscal year.
- b. Elected by the Board of Directors at the last Board meeting of the fiscal year, but before the Annual Membership Meeting.
- c. Shall serve a term of three (3) years with a limit of two (2) consecutive terms.

## 2. Secretary, Treasurer, Business Manager, Production Designer, Technical Director

- a. Shall be appointed each year by whomever is President during the next fiscal year at the last Board meeting of the current fiscal year, but before the Annual Membership Meeting, and approved by the Board of Directors

## 3. Members-at-large

- a. A total of four (4) members-at-large, elected by a majority vote of all members present at the Annual Membership Meeting, with two (2) members elected each year.
- b. Shall serve a term of two (2) years with a limit of two (2) consecutive terms.

## 4. Past Board Presidents

- a. No more than two (2) immediate past Presidents of the Board
- b. Shall serve on the Board with the privilege of “voice,” but no vote.

## 5. Vice President

- a. Elected by the Board of Directors at the first Board meeting of the fiscal year.
- b. If serving in an appointed position when elected as vice-president, may continue to serve in that position.
- c. If serving in an at-large position when elected as Vice President, the at-large position becomes vacant.

## V. Board of Directors – Duties

### 1. President

- a. Shall serve as the principal executive officer of Potomac Playmakers, Inc., with official signatory powers.
- b. Shall preside at all regular and special meetings of the Board of Directors and the general membership, including the Annual Membership Meeting.
- c. Shall appoint members to serve as Secretary, Treasurer, Business Manager, Production Designer and Technical Director, at the last Board meeting of the fiscal year, with approval of the Board.
- d. Shall appoint a committee chairperson for each temporary or standing committee, with approval of the Board.
- e. Shall complete all other duties incident to the office in carrying out the stated purpose of Potomac Playmakers, Inc.

### 2. Vice-President

- a. Shall perform the duties of the President in the absence or disability of the President.
- b. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.
- c. Shall assume the office of President if the acting President *resigns* or is otherwise unable to fulfill his/her duties.
- d. Shall act as liaison between committees and the Board, reporting on committee activities at Board meetings

### 3. Secretary

- a. Shall be responsible for keeping minutes at all meetings of the Board of Directors and general membership.
- b. Shall present the minutes of all open meetings for review by the Board of Directors and members of The Playmakers, at least twenty-four (24) hours prior to the start of the next meeting of that body.
- c. Shall prepare and distribute an agenda for each upcoming meeting, outlining any business that will be considered at that meeting.
- d. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.

### 4. Treasurer

- a. Shall have custody of the funds of Potomac Playmakers, Inc.
- b. Shall prepare and present a reporting of all financial transactions at all regular meetings of the Board and the Annual Membership Meeting.
- c. Shall submit a proposed budget to the Board at the first Board meeting of the fiscal year

- d. Shall disperse payment to settle debts of The Playmakers as directed by the Board.
- e. Shall present financial records for an audit each fiscal year.
- f. Shall be bonded
- g. Shall prepare and submit Potomac Playmaker, Inc. annual tax returns and any other required regulatory forms by the appropriate deadlines.
- h. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.

#### 5. Business Manager

- a. Shall manage all properties owned, leased, or rented for use by Potomac Playmakers, Inc.
- b. Shall explore, and execute with Board approval, fundraising opportunities for the Playmakers, including but not limited to,
  - i. Traveling shows
  - ii. Raffles
  - iii. Restaurant “spirit” nights
  - iv. Grants
  - v. Rental of properties, real or personal, owned by the Playmakers
- c. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.

#### 6. Production Designer

- a. Shall offer advice and expertise on set design and construction
- b. Shall work with the director of each production to ensure functionality and safety of each set
- c. Shall work in coordination with the Technical Director to adequately incorporate sound and lighting fixtures in set design
- d. Shall work to educate others in set design and construction
- e. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.

#### 7. Technical Director

- a. Shall offer advice and expertise on technical issues relating to productions of the Playmakers, including
  - i. Sound reproduction
  - ii. Lighting
  - iii. Props
  - iv. Special Effects
- b. Shall offer advice and expertise on the purchase of sound and lighting equipment
- c. Shall work in coordination with the Production Director to adequately incorporate sound and lighting fixtures in set design
- d. Shall work to educate others on sound reproduction and lighting
- e. Shall perform other duties and have other such responsibilities as may be prescribed by the Board.

#### 8. At-Large Members

- a. Shall serve on at least one standing committee

- b. Shall work at least one production or event per month, or provide a volunteer to work
- c. Shall perform other duties and have other such responsibilities as may be prescribed by the Board

## **VI. Committees**

1. Committees shall be formed as needed upon a determination by the Board
2. The President shall appoint a chairperson for each committee when created, with approval from the Board
  - a. The Chairperson of each committee is responsible for selecting members to their committee
3. The Play Selection Committee is a standing committee and the chairperson shall be appointed no later than November 1 of each year.

## **VII. Removal**

1. Any person holding an elected or appointed position is subject to removal from that position at any time by a two-thirds (2/3) majority vote of the Board at a regular or special Board meeting, as long as extraordinary cause is shown.
2. Proper extraordinary cause includes, but is not limited to:
  - a. Disregard or violation of these bylaws or other Potomac Playmakers, Inc. policies
  - b. Gross misconduct
  - c. Illegal activities involving or occurring on Potomac Playmaker, Inc. property
  - d. Malfeasance
  - e. Absence from three (3) consecutive Board meetings without legitimate excuse
3. In the event of the death, resignation, or removal of a member of the Board of Directors, whether an elected or appointed position, the President shall appoint a successor to serve the remaining balance of that Board Member's term, subject to ratification by a majority vote of the remaining Board of Directors.

## **VIII. Assets and Dissolution**

1. Finances
  - a. All funds are to be deposited in a bank or other depository as designated by the board.
  - b. The fiscal year of the Playmakers shall run from July 1 to June 30
  - c. An audit of all funds must be completed each fiscal year and reported to the Board
2. Dissolution

In the event of dissolution or termination of the Potomac Playmakers, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of benefitting other non-profit organizations operated for the education and entertainment of citizens of the city of Hagerstown, MD and surrounding areas through live performance theatre, or, if no other such organizations are found, then to other nonprofit organizations as agreed

upon by the Board. The disposal of any property or asset valued at \$10,000 or more must receive at least three-fourths majority vote of the Board.

## **IX. Amendments**

1. The By-laws of Potomac Playmakers, Inc. may be amended by a two-thirds (2/3) vote of all members of the Board of Directors.
2. Written notice of the intent to amend the Bylaws, with the proposed amendments, must be given to members of the Board at least ten (10) days in advance of the meeting.

## **X. Standing Rules**

1. In matters relating to details of administration, the Board of Directors may operate under Standing Rules, which may be adopted individually by a two-thirds (2/3) vote.
2. Shall remain in effect until rescinded or amended
3. Written records of all Standing Rules shall be kept with the current, up-to-date Bylaws.

Ratified 2017

Amended June 11, 2019

Amended September 14, 2021

Amended November 16, 2021