

BY – LAWS OF OLD SCHOOLHOUSE PLAYERS

MISSION STATEMENT

The Old Schoolhouse Players is a non-profit community theater group whose focus is to bring quality theatrical endeavors to Hickory and Washington County by utilizing area talent and expertise, coordinating and using volunteers in all aspects of production, and training interested persons of all ages in all areas of production. The group also actively supports community functions and causes by helping in production areas for special programs and giving benefit performances when possible. Our goal is to present a theater season that has appeal to all age groups, is approachable to persons at all socioeconomic levels, and does not discriminate against any individual or group in any way. The principal office is located at P.O. Box 246, 20 Wabash Avenue, Hickory, PA 15340.

BY-LAWS

ARTICLE ONE

INTENDING TO BE LEGALLY BOUND HEREBY, the directors and members of the Old Schoolhouse Players hereby adopt the following By-Laws which shall henceforth govern the Association's theatrical, artistic, and revenue producing endeavors: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers of other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) PURPOSED. No part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal government, for a public purpose.

Upon the dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, (or corresponding section of any future Federal tax code) or shall be

distributed to the Federal Government, or to a state or local government, for the public purpose.

ARTICLE TWO

In the event of the dissolution or liquidation of the association, any assets at such time shall be turned over to the Board of Directors of the Old Schoolhouse Players for disposition consistent with the theatrical and artistic purposes of this association. Under no circumstances, shall any group, organization, or association decide the final disposition of the assets of the Old Schoolhouse Players, other than its own Board of Directors.

ARTICLE THREE

Membership

Any person interested in the dramatic arts and in the aims and principles of the organization shall be eligible for membership upon payment of the prescribed dues and willing to be actively involved in the organization. To be eligible for voting rights, new members must have attended three full meetings, taken part in three shows, or some combination of shows and meetings amounting to three, prior to participating in a vote.

ARTICLE FOUR

Dues

All members shall be required to pay dues as established by the Board of Directors and approved by the membership. Membership must be renewed by paying dues by the second month of the calendar year. Dues received after the second month of the year will be considered a new membership.

ARTICLE FIVE

Voting

Section 1. In order to vote at the regular association meeting one or more of the following must apply:

- a. The member must be present (either in person or electronically) at the meeting.
- b. If the vote is on a motion carried over from a previous meeting the member must have been present at the meeting that the motion and discussion took place.
- c. To vote a member must meet the membership requirements outlined in Article Three.

Section 2. The Business Manager shall not have a vote, except to break a tie.

Section 3. Unless otherwise stipulated in the By Laws, a majority vote shall resolve the question.

ARTICLE SIX

Meetings

There will be a meeting of the association at least six times per year, on a day established by the Board of Directors and with input from the membership. The regular meeting will be preceded, as deemed necessary, by a meeting of the Board of Directors.

ARTICLE SEVEN

Directors

Section 1. The Board of Directors, consisting of five (5) members shall manage and govern the affairs of the association. The Board of Directors shall consist of the Business Manager/Director, Artistic Director, Treasurer, Secretary and Public Relations Director. All money, property, and other assets of the association are the property of the Board of Directors of the Old Schoolhouse Players.

Section 2. Directors shall hold office for the term for which they are elected, or until their successors are duly elected, and qualified. At the initial election, the directors shall be elected for two (2) year terms, with the exception of the Artistic Director who shall serve a (3) year term.

Section 3. A majority of the Board of Directors (3 out of 5) shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board of Directors.

Section 4. In the event of a vacancy in the Board of Directors during a term of office resulting from death, resignation, failure to serve, or other causes, the Business Manager/Director shall appoint an individual from the membership to serve in the vacant director's position until such time as the term of office for the director's position expires. After expiration of the term, the position shall be filled pursuant to the nomination and election procedure herein.

Section 5. The Board of Directors shall be empowered to request the resignation of any director who shall: (a) fail to properly perform the functions of their office; (b) frequently or regularly fail to attend meetings of the Board; (c) fail to carry out their duties on committee assignments; (d) misappropriate funds of the association; (e) be convicted of a crime of fraud, misdemeanor, or felony; (f) flagrantly disregards the By-Laws or rules of this association.

In the event a director shall refuse when requested to resign, the matter shall be brought before the next regular meeting of the membership and, on motion duly seconded and carried by a majority of those voting, their office as director and/or officer of the association shall be declared vacant.

Section 6. The Board of Directors will hold their meeting, when deemed necessary, preceding the regular meeting of the membership. Special meetings of the Board of Directors may be held upon the call of the Business Manager or a majority of the Board. Special meetings require a majority of the Board of Directors to be present.

Section 7. The members of the Board of Directors shall not receive salary, remuneration, or compensation of any kind for services rendered for functions completed as part of their board duties under Article Ten.

Section 8. The Board of Directors shall report at the regular meeting of the membership of the Old Schoolhouse Players on the business transacted by the Board of Directors since the last report.

ARTICLE EIGHT

Nominations

Nominations for Business Manager, Artistic Director, Treasurer, Secretary, and Public Relations Director may be made at the first regular meeting after August 1st with elections to be held before the end of November. The Artistic Director-elect shall not become a voting Director until January 1st of the year following the departure of the previous Artistic Director and will hold the voting position for two (2) years following their first year as elect.

ARTICLE NINE

Powers

The association shall have power to take and hold by a bequest, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes authorized by its By-Laws, any property, real or personal without limitations as to amount in value.

ARTICLE TEN

Duties of the Directors

Section 1. The **BUSINESS MANAGER/DIRECTOR** shall be the Chief Executive Officer of the association and shall preside over all meetings of the membership and the Board of Directors. Upon approval of the Board of Directors, the Business Manager shall appoint all committees of the association. The Business Manager shall oversee,

and/or delegate all committees of the association including the box office. They shall sign for the association, subject to the approval of the Board of Directors, all agreements and formal instruments. They will coordinate with the Treasurer to ensure that all bills have been paid and that the yearly federal taxes are filed in a timely manner. The Business Manager, along with the Treasurer, shall have signature authority on the association's bank accounts. Should there be a vacancy on the Board of Directors due to death, resignation, disability, failure to act, or any other reason, the Business Manager/Director shall have authority to fill the vacancy on the Board. In the absence of the Business Manager/Director, the Artistic Director shall perform the duties of the Business Manager/Director.

Section 2. The ARTISTIC DIRECTOR shall serve as theatrical and artistic consultant to the Board of Directors and shall preside over the play selection committee. To the best of their ability, the Artistic Director shall compile a schedule of proposed performances for the year upon which the Board of Directors shall base their selections for artistic and theatrical productions during the course of the years during which the Artistic Director serves. They are responsible for finding show directors, acquiring rights, purchasing or renting scripts and returning them when the show is over: They are to follow up and ensure that the returned materials are received and the refund, if one is due, is returned.

In the event of an Artistic Director-Elect, the current Artistic Director will continue leading the Artistic Direction of shows until January 1 of the end of their term. The Artistic Director-Elect shall work with the Artistic Director in picking the next season after they are elected. They shall coordinate with the current Artistic Director to learn the role of Artistic Director, assist them with the current season, and arrange for their name to become the name of record with the rights holding companies for the following year. They shall not be considered a board member until after January 1st of the year of the departure of the previous Artistic Director, from which point they shall serve 2 years.

Section 3. The SECRETARY shall discharge the usual and customary duties of the Secretary of the association. They shall have in their custody the minute books of the association. Organization meeting minutes shall be completed within two weeks from the date of a regular membership meeting and distributed electronically upon completion. They shall read any correspondence to the membership and send appropriate cards as needed from the association. The secretary shall keep an up-to-date list of the members with their contact information (ex. addresses, telephone numbers, email addresses). The Secretary shall keep and update a "major decisions" list. This list will include all major decisions made by the membership and the date that it was made.

Section 5. The TREASURER shall have custody of all funds, securities, seal, or other assets of a financial nature belonging to the association. They shall keep a bank account or accounts in such bank or banks as the Board of Directors may designate by resolution. They shall establish, maintain and operate an adequate, efficient accounting system in order to present a detailed report of receipts and disbursements at least monthly, readily indicating the profit or loss due to operation, and an annual financial

statement as of December 31st to the Board of Directors at the first membership meeting of the following calendar year. If it is necessary to secure outside services, as the Treasurer may deem it advisable and necessary to properly prepare financial reports, the same is herein approved.

The Treasurer may be bonded if so deemed by the Board of Directors, in the amount and to the extent approved by the Board of Directors.

Section 6. The PUBLIC RELATIONS DIRECTOR shall oversee all marketing and advertising for the association and for each show. Public Relations-related tasks may be delegated to a Public Relations Committee at the discretion of the Public Relations Director. This may include (amongst other areas):

- a. Setting up any theater reviewers and photographers
- b. Sending out physical postcards/flyers to the mailing list and community partners as deemed necessary
- c. Maintaining and sending messages to an email list of patrons and those interested in receiving our advertising.
- d. Maintaining the organization's website and keeping it up to date with the current programming of the organization
- e. Social media and graphic creation
- f. Identifying potential advertisers for the program

ARTICLE ELEVEN

Resolutions

The Board of Directors may by resolution adopt rules and procedures or take any action consistent with the express purposes of these By-Laws subject to the approval of the majority of the membership.

ARTICLE TWELVE

Governing By-Laws

These By-Laws stated herein shall fully govern the Old Schoolhouse Players. Under no circumstances shall any other By-Laws or constitutions be applicable hereunder.

ARTICLE THIRTEEN

Amendments

These By-Laws may be altered, amended or repealed by the affirmative vote of two-thirds of the Old Schoolhouse Players membership present at the regular meeting.

ARTICLE FOURTEEN

Acceptance of By-Laws

After having received a two-thirds majority of the members present at the regular meeting voting in approval of these By-Laws, the same are adopted as the official By-Laws of the Old Schoolhouse Players. Having been duly elected hereunder, the following shall serve as the Board of Directors.

Business Manager

John Flanigan IV



John Flanigan IV

Artistic Director

Cindy Berg



Cindy Berg

Secretary

Janet O'Karma



Janet L. O'Karma

Treasurer

Wayne Berg



Wayne Berg

Public Relations

Katie Flanigan



Katie Flanigan

AND NOW, this FIRST day of APRIL, 2025 having been accepted by a two-thirds majority of the membership, these By-Laws are adopted by the Old Schoolhouse Players.