



Tahlequah Community Playhouse, Inc.

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Bylaws

November 2023

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TAHLEQUAH COMMUNITY PLAYHOUSE, INC.

2023.11 Bylaws

Article I — Purpose

The purpose of Tahlequah Community Playhouse, Inc. (TCP), shall be to promote interest in and enjoyment of the dramatic arts in the community of Tahlequah, Oklahoma, and the surrounding area, providing both educational and recreational facilities and stimuli in the field, primarily through producing and offering to the public various dramatic productions.

Article II — Definitions

- A. Corporation Name: The name of the corporation shall be Tahlequah Community Playhouse, Inc. (TCP). It is incorporated as a nonprofit organization under the laws of Oklahoma.
- B. Annual Membership Meeting: The annual membership meeting, at which the entire membership shall elect board members, shall be held on the last Tuesday in May of each year.
- C. Semi-Annual Membership Meeting: The Semi-Annual Membership Meeting, at which the entire membership shall vote on the schedule of main stage plays to be produced in the next fiscal year, shall be held on the last Tuesday in November.
- D. Fiscal Year: TCP's fiscal year shall run from June 1 through May 31 of each year.
- E. Term: Terms of office of board members shall begin on June 1 and end on May 31.
- F. Written Notice: All written notice required to be provided in accordance with these Bylaws shall be sent via U.S. Postal Service first class mail or by email to the member's last mailing or email address as provided in writing to the Membership Committee.

Article III — Policies and Procedures Manual (PPM)

Section 1. Day to Day Operations

TCP shall maintain a Policies and Procedures Manual (PPM) to govern the day-to-day operations of the Corporation. In any situation where the PPM conflicts with the Bylaws, the Bylaws will govern.

Section 2. Annual Review

The president shall appoint an ad hoc committee to annually review the Policies and Procedures Manual. The committee will be made up of at least five (5) members: two (2) board members and three (3) non-board members.

Article IV — Board of Directors

Section 1. Duties and Powers:

Acting only as a body of the whole, the duties and powers of the Board of Directors shall be as follows:

- A. Manage all business of the Corporation;
- B. Elect officers and fill vacancies on the Board of Directors pursuant to the provisions of Article IV, Sections 3 and 4 of these Bylaws;
- C. Make all rules and regulations which they deem necessary and proper for governing the Corporation as well as for the due and orderly conduct of the affairs of the Corporation;
- D. Make all rules and regulations for the management of its property not otherwise inconsistent with the Charter and Bylaws;
- E. Authorize such employees and/or contractual agents as may be necessary to conduct business of the Corporation;
- F. Approve all fundraising projects for the Corporation;
- G. Make appropriations as deemed necessary for the efficient maintenance of the Corporation;
- H. Set both short and long range objectives to accomplish TCP's stated purpose(s); and
- I. Shall adhere to the procedures set forth in the Tahlequah Community Playhouse Policies and Procedures Manual.

Section 2. Number of Directors

The number of Board Members constituting the Board of Directors (henceforth referred to as Board) shall be twelve (12), including officers.

Section 3. Election of Board Members

- A. Board Members shall be elected from the membership each year and agree to serve for three (3) years. No person shall serve more than two (2) consecutive 3-year terms and may be re-elected after a period of one year's absence from the Board.
- B. Board Members shall be elected so that no more than one-third of the Board rotates off at any given time.
- C. Board Members shall be elected by an affirmative vote of a majority of the members present at the Annual Meeting or voting by absentee ballot and shall assume office on the first day of the following fiscal year.

- D. Newly elected Board members and Board members serving the second and third years of their current terms must pay the membership dues for the next fiscal year no later than July 31 to retain their seats on the Board.

Section 4. Vacancies

- A. Any vacancy occurring on the Board shall be filled by the Board for the remainder of the vacated unexpired term.
- B. An affirmative majority vote of the Board Members is required to fill a vacancy. This vote shall take place during a meeting at which a quorum is present.

Section 5. Meetings and Quorum

- A. The Board shall meet monthly on the last Tuesday of each month, unless the meeting date is changed during the previous month's meeting, beginning at 6 p.m. at the location specified in the meeting reminder emailed to members. Special meetings of the Board of Directors may be called by the President or at least three (3) Board Members upon five (5) days written notice to other members of the Board.
- B. The number of Board Members necessary to constitute a quorum shall be one (1) more than half the members of the Board of Directors currently serving.
- C. The actions of the majority of Board Members present at a meeting at which a quorum is present shall be the actions of the Board. Each member of the Board of Directors shall have one vote.
- D. An Agenda will be prepared for each meeting of the board. The Agenda for all regular Board meetings shall include at minimum the following items:
 - 1. Call to Order;
 - 2. Roll Call;
 - 3. Announcements;
 - 4. Approval of the Minutes of the previous meeting;
 - 5. Committee Reports;
 - 6. Unfinished Business;
 - 7. New Business;
 - 8. A list of the names, offices held, and email addresses of all members of the Executive Committee; and
 - 9. Adjournment.

Article V — General Membership

Section 1. Membership Eligibility

- A. Membership is open to all who are interested and willing to subscribe to the general purpose of the organization. A person becomes a member and is eligible to stand as a

- candidate for election as a board member upon payment of annual membership dues and submission of a completed membership application.
- B. TCP does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.
 - C. No member may make commitments on behalf of the corporation without explicit approval of the Board.
 - D. The members may nominate, through the Nominating Committee, and shall elect the members of the Board of Directors at the Annual Meeting. The Annual Meeting will be held as defined in Article II.
 - E. A special meeting of the membership of TCP may be called by the President upon two (2) weeks written notice or upon two (2) weeks written notice by a majority of the Board.
 - F. Any member may be removed with cause by a majority vote of the Board Members at any regular meeting or special meeting of the Board of Directors.
 - G. Members who are not Board Members may vote on election of board members (Annual Meeting), play selection (Semi-Annual Meeting), bylaw amendments, and budget, provided the member has paid the current fiscal year's membership dues no later than the last day of the month preceding the vote.
 - H. A quorum of members of the board constitutes a quorum for the Annual and Semi-Annual meetings.

Section 2. Voting

- A. Email notifications shall be sent to all members of the Semi-Annual Meeting, which will include the slate of plays proposed for the next season and any timely submitted proposed changes to the bylaws, and of the Annual Meeting, which will include the slate of new board member candidates, any timely submitted proposed changes to the bylaws, and the budget.
- B. Any member not attending the Semi-Annual or the Annual Meeting in person may vote by absentee ballot by responding to the email notification of the meeting no later than 5:00 p.m. on the day before the day of the meeting.

Article VI - Executive Committee and Officers

Section 1. Membership

- A. Members of the Executive Committee shall be composed of the President, Vice-President/President Elect, Secretary, Treasurer, and Parliamentarian.
- B. The Executive Committee members, less the Parliamentarian, shall serve as Officers of the Corporation, respectively, i.e. - President of the Executive Committee shall serve as President of the Corporation, etc.
- C. As soon as is practicable following the Annual Membership Meeting, the board shall meet for the purpose of electing the Executive Committee, except the President, from among the board members, with the exception of the Treasurer who need not be a

member of the board. The prior year's Vice-President/President-elect succeeds to the office of President.

Section 2. Duties of the Executive Committee

The Executive Committee, acting as a body of the whole, has the following duties:

- A. Transact any urgent business that might arise between Board meetings; and
- B. The results of any Executive Committee action, including the votes of Executive Committee members, will be reported at the next meeting of the entire Board.

Section 3. Duties of Officers

A. The President shall:

- 1. be the principal executive officer of the Corporation and, subject to the control of the Board, shall, in general, supervise and control the business and affairs of the Corporation and shall preside at all meetings of the Membership, Board of Directors, and the Executive Committee;
- 2. May appoint special committees as required, with the approval of the Board;
- 3. Shall present the annual report to the Membership;
- 4. Shall sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed;
- 5. Shall, in general, perform all other duties incident to the office of the President and such duties as may be prescribed by the Board; and
- 6. Shall set the agendas for all Board meetings and for the Annual and Semi-Annual Membership Meetings.

B. The Vice President/President Elect shall:

- 1. Perform the duties of the President, in the President's absence, death, or inability or refusal to act; in this capacity, this officer shall have all the powers of and be subject to all restrictions upon the President; and should the office of President be vacated prior to the annual election, the Vice President/President Elect shall succeed to the Presidency and vacate his/her position as Vice President/President Elect;
- 2. In general, perform all duties incident to his/her office and such duties as may be prescribed by the Board, as well as be the chairperson for these committees:
 - i. Membership; and
 - ii. Nominating.

C. The Secretary shall:

- 1. Handle all necessary correspondence of the Corporation;

2. Keep the minutes of the meetings of the Board, Executive Committee, and General Membership;
3. See that all notices are duly given to Board Members and members of their respective meetings in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the corporate records, with the exception of the financial records, and of the corporate seal, and shall see the corporate seal affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
5. Sign, with the President, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed; and
6. Perform all duties incident to the office of Secretary and other such duties as may be assigned to the Secretary by the Board.

D. The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected by the Board;
2. Prepare and present a monthly financial report to the Board, and prepare and present a yearly report to the Annual Meeting;
3. Prepare or have prepared, a true statement of the Corporation's assets liabilities in responsible detail, which shall be made and filed at the corporation's principal place of business in the State of Oklahoma within 30 days of the close of the fiscal year and kept at said office for a period of at least 10 years; and
4. Perform all duties incidental to the office of Treasurer and any other such duties as may be assigned to the Treasurer by the Board.

E. The Parliamentarian shall:

1. Advise the Board Members on the Bylaws and on questions or disputes regarding the Bylaws or proper parliamentary procedures during any meeting.
2. The Parliamentary Authority of this corporation shall be Robert's Rules of Order, Newly Revised, supplemented by Robert's Parliamentary law.

Article VII Committees

Section 1. Standing Committees

The committees listed in this Article shall be considered standing committees. The President shall have the power to appoint the chairperson for each committee. The President may sit as an ex-officio member of the committees with exception of the nominating committee. Any vacancy on a committee shall be filled at the chair's discretion. The President shall have the power to appoint such other committees with such duties as the Board shall deem necessary.

A. Standing committees shall consist of the following:

1. Membership Committee;
2. Budget Committee;
3. Publicity Committee;
4. Box Office Committee;
5. Social Committee;
6. Play Reading Committee;
7. Nominating Committee;
8. Website Committee;
9. Fundraising Committee;
10. Educational Outreach Committee; and
11. Penguin Project Committee.

B. Committees shall adhere to the Policies and Procedures Manual.

Article VIII Bylaws Amendments

Section 1. Bylaws Review Committee

At least every three (3) years, the President shall appoint an ad hoc Bylaws Review Committee (BRC) to review the Bylaws and make recommendations for proposed amendments to the Bylaws, as follows:

- A. The BRC shall be composed of three (3) board members, which may include the President, and at least two (2) non-board members;
- B. The BRC shall select its chairperson; and
- C. The BRC shall adhere to the requirements set forth below in Sections 2 and 3 of this article.

Section 2. Method of Presenting Proposed Bylaws Changes

- A. Any member of TCP may present suggested changes to the Bylaws as set forth in this Section.
- B. All proposed changes in the Bylaws shall be submitted in writing by email to the Secretary no later than midnight on September 30 for consideration at the Semi-Annual Meeting or by March 31 for consideration at the Annual Meeting.

- C. After confirming the membership status of the persons submitting proposed Bylaws changes, the Secretary shall email the proposed changes to all current members no later than 30 days before the next Semi-Annual or Annual Meeting.
- D. Bylaws may be amended by majority vote at the Semi-Annual or Annual Membership meeting.

Section 3. The Board Shall Have No Power to Adopt Bylaws Which:

- A. Prescribe quorum or voting requirements for action by Board Members different than those prescribed by law;
- B. Allow the Corporation, or any Board Member, officer, employee, or agent thereof, on behalf of the Corporation, to engage in any activity which is inconsistent with the non-profit community, and cultural purposes of the Corporation; or
- C. Permit or authorize any activity by the corporation, or any Board Member, officer, employee, or agent thereof, on behalf of the Corporation, which would not be permitted to be carried out:
 - 1. By a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or
 - 2. By a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Article IX Dissolution

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 Corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting either special or regular, of the general membership;
- B. Written notices stating that 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 V of these Bylaws;
- C. The resolution shall be adopted upon receiving at least two thirds of the votes entitled to be cast by the board members present;
- D. Board members unable to be physically present may vote by absentee ballot in accordance with the procedures for absentee voting set forth in Article IV, Section 3.D above;
- E. Upon the Board's 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, as provided in Oklahoma state law (or the corresponding future laws of the State of Oklahoma);

- F. 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 Corporation exclusively for the purpose of the corporation, or to such organization 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);
- G. No part of the assets of this corporation shall ever inure to the benefit of any donor, member, director, officer of the corporation, or any private individual and no donor, member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets. Upon dissolution, the assets will then be given to such an organization which is considered tax exempt under Section 501 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue Law) as shall be determined by the officers of Tahlequah Community Playhouse, Inc.; and
- H. No organization shall be decided upon to receive assets of Tahlequah Community Playhouse, Inc. until such time as the officers of Tahlequah Community Playhouse, Inc. shall determine to dissolve Tahlequah Community Playhouse, Inc. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes to such organization as said Court shall determine, which are organized and operated exclusively for such purposes.