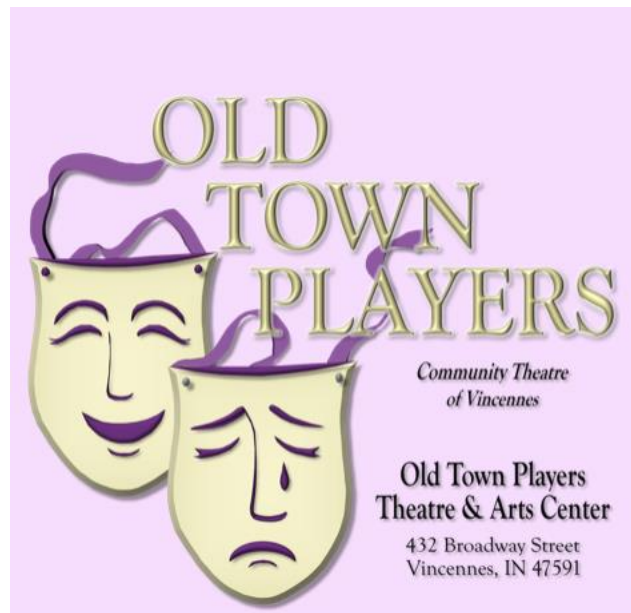


# **OLD TOWN PLAYERS**

## **Organizational Bylaws**



**Accepted by the Board of Directors on July 21, 2021**  
**Approved by the membership at the July 21, 2021 Annual Meeting as required by prior Bylaws**  
**Amended October 3, 2022 by Board vote (Article 3.2)**

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**ARTICLE I**  
**FORMATION AND NAME; OFFICE; PURPOSE; TERM**

1.1. **Organization.** The Company is hereby organized as an Indiana not-for profit company pursuant to the Indiana Business Flexibility Act, and the provisions of these Bylaws and, for that purpose, has caused Articles of Organization to be prepared, executed and filed with Office of the Secretary of State of Indiana (“OSSSI”) on January 3, 1978.

1.2. **Name of the Company.** The name of the Company shall be Old Town Players, Incorporated (“OTP”). The Company may do business under that name and under any other name or names upon which the Board may determine. If the Company does business under a name other than that set forth in its Articles of Organization, then the Company shall file a trade name certificate as required by law.

1.3. **Purpose.** This organization shall exist to: (1) improve the quality of life in the Vincennes area through theater-related experience designed to enhance education and literacy; (2) present worthy plays utilizing area directors, cast, and crew members; (3) challenge and develop the talents of the players through specific programs and workshops; and (4) stimulate an interest in play writing. OTP will not engage in activities that do not further one or more of the purposes set for in Section 501(c)(3) of the Internal Revenue Code.

1.4. **Term.** The term of the Company began upon the acceptance of the Articles of Organization by OSSSI and shall continue in existence in perpetuity, unless its existence is sooner terminated pursuant to these Bylaws.

1.5. **Principal Office.** The principal office of the Company in the State of Indiana shall be located at 432 Broadway Street, Vincennes, Indiana 47591.

1.6. **Resident Agent.** The name and address of the Company's initial resident agent in the State of Indiana shall be Feavel & Porter, LLP, Vincennes, Indiana, 36 North 5<sup>th</sup> Street Vincennes, Indiana.

1.7. **Mission Statement.** Old Town Players is dedicated to presenting the performing arts as a means to stimulate and inspire through exceptional artistry. Utilizing volunteer-driven operations and programs, OTP promotes education through opportunities for all ages in an atmosphere of caring, support, and professionalism. As a non-profit community theatre, OTP is committed to the belief that the arts should involve, engage, reflect, and nourish the community it serves.

**ARTICLE II**  
**GOVERNMENT**

2.1. **Bylaws & Amendments.** The Bylaws of Old Town Players, Inc., shall govern the organization in all its practices. Every amendment to the Bylaws shall become effective and binding upon this organization. The Bylaws of Old Town Players may be amended when necessary by a two-thirds supermajority vote of the Board of Directors. Proposed amendments must be submitted to the President to be sent out to the Board of Directors within ten (10) days before the directors meeting.

2.2. **Policies.** The policies of Old Town Players, Inc., shall be binding on all members including board of directors, play directors, cast members, all play members, and any individual associated with

OTP. Such policies include but are not limited to: Code of Conduct Policy, Non-Discrimination Policy, Conflict Policy, and Production Guide. All policies and programs of Old Town Players shall be approved by a majority of the Board of Directors and promulgated to all individuals associated with OTP.

**ARTICLE III**  
**BOARD OF DIRECTORS AND OFFICERS**

3.1. ***Governance by Board of Directors.*** A Board of Directors (“Board”) composed of nine (9) equal representatives shall be established as the exclusive administrators of the purpose undertaken herein where the Board’s decisions are binding on the Company. The management of all the affairs, property, and interest of the corporation shall be vested in the Board of Directors. In addition to the powers and authorities granted by these Bylaws, and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts through a majority vote, unless otherwise stated herein, of the Board at a meeting duly called by the Board.

3.2. ***Eligibility, Term Length & Vacancies.*** The Board of Directors shall be comprised of and maintain a majority of Knox County residents (51% or more). All board of directors shall serve a minimum of two (2) years. Any member of the Board shall continue in his or her service as a member until otherwise replaced herein. All vacancies in the Board of Directors, whether caused by resignation, death or, otherwise, will be filled by the existing Board of Directors through nominations and a majority vote. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

3.3. ***Removal of Directors.*** At a meeting of the Board called specifically for removal of director from office, a Board member may be removed by a super-majority vote for good cause or improper conduct.

3.4. ***Election of Officers.*** At the annual organizational meeting in July of each year, the Board shall nominate and elect a president, vice-president, treasurer, and secretary. A Board member shall hold his or her elected office for a period of one year. All vacancies in the officer position, whether caused by resignation, death or, otherwise, will be filled by the existing Board of Directors through nominations and a majority vote. A director elected to fill any officer vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

3.4.1. ***President.*** The president of Old Town Players shall be the official representative of the organization in the activities of Old Town Players and shall perform the following duties: preside at all meetings of the organization including the Board of Directors.

3.4.2. ***Vice President.*** The vice president shall perform the following duties: preside at meetings in the absence of the president, or in the case of the president's disability.

3.4.3. ***Secretary.*** The secretary shall perform the following duties: record and keep in custody the minutes of the meetings of the organization; maintain an up-to-date contact list of officers and board members as well as a general mailing list of patrons and donors;

3.4.4. ***Treasurer.*** The treasurer shall perform the following duties: be responsible for collecting and receiving of all monies due the organization; pay all bills provided for in the budget or authorized by the Board of Directors; keep a set of books that will conform to the regulations

required by the Internal Revenue Service as a non-profit status requirement; render a financial report to meetings of the Board of Directors.

3.5. **Meetings; Quorum Requirement.** The Board of Directors shall hold a minimum of four (4) stated meetings from January through December. Special meetings may be called by the President at his/her discretion or upon the request of any three (3) members. A quorum shall consist of not less than four (4) members and is required for any official action.

3.6. **Order of Meetings.** All meetings of the organization shall be in accordance with Robert's Rules of Order, Revised, except where specified otherwise in the Bylaws.

#### **ARTICLE IV** **COMMITTEES**

4.1. **Committees.** The Board of Directors by a majority vote may appoint Committees comprised of at least one Board of Director who shall report to the Board at its regular meetings. These committees may include but are not limited to the following: Executive Committee, Finance Committee, Building Committee, Hospitality Committee, Play Production Committee, and Marketing Committee.

#### **ARTICLE V** **AFFAIRS OF THE CORPORATION**

5.1. **Bank Accounts.** All funds of Old Town Players, Inc. shall be deposited in a bank account or accounts opened in the Company's name. The Board shall determine the institution or institutions at which the accounts will be opened and maintained, the types of accounts, and the Persons who will have authority with respect to the accounts and the funds therein.

5.2. **Books and Records.** The Board shall keep or cause to be kept complete and accurate books and records of the Company and supporting documentation of the transactions with respect to the conduct of the Company's business. The books and records shall be maintained in accordance with sound accounting principles and practices.

5.3. **Annual Accounting Period.** The annual accounting period of the Company shall be July 1 through June 30 of the following year. The Company's taxable year shall be selected by the Board, subject to the requirements and limitations of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any succeeding law..

5.4. **Non-Profit Status.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other persons associated with OTP, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE VI** **DISSOLUTION, LIQUIDATION, AND TERMINATION OF THE COMPANY**

6.1. **Procedure for Winding Up and Dissolution.** If the Company is dissolved, the affairs of the Company shall be wound up. On winding up of the Company, the assets of the Company shall be distributed,

first, to creditors of the Company in satisfaction of the liabilities of the Company, and then any remaining assets of the Company shall be permanently dedicated to an exempt purpose as defined by Section 501(c)(3) of the Internal Revenue Code. The Company assets shall not be distributed to members or private individuals or for any other purpose.

6.2. *Filing of Articles of Dissolution.* If the Company is dissolved, Articles of Dissolution shall be promptly filed with the OSSI.