

Lemon Bay Playhouse, Inc. Bylaws

Article I, Name and Office

- A. The name of this organization shall be *Lemon Bay Playhouse, Inc., The Englewood Community Theatre* hereinafter referred to as LBP, Inc.
- B. LBP, Inc. is incorporated under Florida Statute 617, Corporations Not for Profit.
- C. The Principal office of LBP, Inc. shall be at 96 W. Dearborn Street, Englewood, Florida 34223
- D. All deliberative proceedings of the governing body of LBP, Inc. shall be conducted in accordance with Roberts Rules of Order, Newly Revised.

Article II, Mission

It is the Mission of Lemon Bay Playhouse to enrich the Greater Englewood community through theatrical productions, other cultural activities, challenging volunteer opportunities, and education and training in the performing arts.

Article III, Membership

- A. An individual 18 years of age or older shall become a member of LBP, Inc. by paying annual dues or donating at a level to be determined by the Board of Trustees.
- B. Members are encouraged to attend all membership meetings of LBP, Inc. They have the right to vote, present opinions, and openly discuss topics on the agenda.
- C. Members are welcome to attend all Trustees' meetings.
- D. No adult shall be denied membership based upon age, race, creed, color, national origin, sexual orientation, gender, disability, genetic predisposition, or marital status.

Article IV, Meetings

- A. Annual Meetings:
 - 1. The annual meeting of the members shall be set by the Board of Trustees by December 1st each year.
 - 2. The Board of Trustees will determine the number of Trustee seats to be filled in addition to those vacant in the mandatory seven (7) to be voted on at the Annual Meeting.
 - 3. Nominations for Board seats will be presented by the Development Committee and also accepted from the general membership up to thirty (30) days prior to the Annual Meeting.
 - 4. All members are entitled to vote at the annual meeting. The notice of the meeting, agenda and a ballot of candidates for the Board of Trustees must

be mailed to members at least three (3) weeks before the annual meeting. The ballot may be voted in person or mailed. Only ballots received before the ballot count on the day of the meeting will be counted.

5. Voting at the annual meeting for Trustees:
 - a. A candidate must receive a majority of all votes cast in order to be elected.
 - b. When there are more candidates named than seats available, a ballot will require that members vote for no more than the number of seats available. Results are determined by the vote count, e.g. the candidate with the greatest majority gets the first seat, the second highest majority gets the next seat, etc. If the top two tie, they both are elected if there are two available vacancies. Other ties are broken, if necessary, by a subsequent ballot or ballots. If no candidate receives a majority, the candidate with the fewest votes is removed from the ballot and balloting continues until the seats are filled.

B. Deleted by amendment March 30, 2009.

C. Quorum: For all business, with the exception of electing board member as provided in Article IV, the number of members present at a general meeting shall constitute a quorum.

D. Decorum at Board of Trustees Meeting: Each member may participate by responding to an agenda item as specified by Board policy.

Article V, Board of Trustees

A. Duties and Responsibilities

1. 1. The Board shall have supervision, control, and direction of the affairs of the LBP, Inc., shall determine its policies within the limits of the bylaws and Florida Statute 617, shall actively pursue its objectives, and shall have discretion in the paying of funds.
2. The Board shall call the annual meeting of the membership and set regular meetings of the Board and the membership.
3. Any action of a Board member contrary to the approved policies and bylaws or Florida Statute 617 is prohibited.
4. A Trustee is not liable for any action taken as a Trustee or any failure to take action if he performed the duties of his office in compliance with Florida Statute 617 and the bylaws of LBP, Inc.
5. Trustees, as a group in session, may:
 - a. Recommend changes, amendments, or repeal of bylaws not inconsistent with law, these bylaws, and the Articles of Incorporation.
 - b. Have and exercise all power to effect any and all purposes for which the corporation is organized.
 - c. Make mortgage and pledge any or all of its properties and income.
 - d. Make donations for the public welfare.

6. The Board shall annually affirm and designate a registered agent and report a new agent to the Secretary of State.

B. Meetings

1. Special meetings of the Board. The President may call a special meeting of the Board. Additionally, two (2) Trustees and/or six (6) members may submit a written request for a special meeting of the Board. Such requests will be provided to the Secretary. All special meetings require that the Board receive the limited agenda and notice at least two (2) days before the meeting.
2. Participation. The Board of Trustees must allow all Trustees present to participate in the meeting, or allow the conduct of the meeting through the use of communication by which all directors may simultaneously hear each other during the meeting. Any Trustee participating in such a means is assumed to be present.
3. At all meetings of the Board of Trustees, a majority of Trustees present constitutes a quorum to carry on a meeting.
4. Votes on business items requiring Board approval outside of regularly scheduled or special Board meetings may be conducted by email or telephone. Trustees without email may receive paper ballots.

C. Trustee Terms of Office

1. The Board of Trustees shall consist of up to fifteen (15), but not less than seven (7) members elected from the current membership of LBP, Inc.
2. Members of the Board shall serve terms of three (3) years each, with terms staggered so that at any year there will be a minimum of two seats up for election.
3. Any vacancies that may occur on the Board may be filled by a recommendation of the President and approval of the Board. Such appointment shall be valid until the next Annual Meeting at which time the appointee may stand for his/her first term of office.
4. A Trustee is limited to two (2) consecutive terms of office. At the completion of two (2) consecutive terms, a period of two (2) years must pass before that person is eligible to run for office again.
5. Upon election or appointment of a new Board member, it is the responsibility of the Development Committee to ensure the new member receives an orientation of the duties and procedures of the Board and receives relevant documents including bylaws and procedures.
6. Any Trustee may be removed for demonstrable incompetence, dishonesty, manifest neglect of duty, or other just cause by a two-thirds vote of the Board of Trustees. Any Trustee may be removed from office with or without cause by the vote or agreement in writing by a majority of the entire membership.

Article VI, Officers

- A. The Board of Trustees will meet, immediately after the annual meeting, to elect from its membership a President, a Vice President, a Treasurer, and a Secretary

for one year terms with the following responsibilities:

B. President:

1. Serve as chief executive officer of the Board of Trustees and preside at all meetings of the Board and of the membership.
2. Provide general supervision of all activities of the LBP, Inc.
3. Represent the Board to the public and sign documents as directed by the Board.
4. Ensure that all meetings of the Board and membership are conducted in accordance with Roberts Rules of Order Newly Revised, and ensure that accurate minutes of each meeting are taken.
5. Prepare an agenda for each meeting, accepting input from other Trustees before a meeting, ensuring that each Trustee is sent the agenda and relevant material at least two (2) days before the meeting.

C. Vice President:

1. Perform the duties of the President in the event of a temporary disability or absence of the President.
2. Work with the President to receive training in the position of President and act as an adjutant to the President.

D. Treasurer:

1. Hold all funds deposited with him/her.
2. Pay debts at the direction of the Board.
3. Sign LBP, Inc. checks or arrange for the President to do so.
4. Prepare an annual financial report for distribution to the Trustees ten (10) days prior to the annual meeting.
5. Prepare a monthly financial report to be provided to each Trustee at least two (2) days before each meeting.

E. Secretary:

1. Handle correspondence of the Corporation with the direction of the Board.
2. Oversee maintenance of membership records.
3. Keep and maintain minutes of all meetings to include: kind of meeting, name of the assembly, date, time, place, directors present, acceptance and/or revisions of minutes of the previous meeting, all motions, made and seconded, (unless withdrawn) points of order, appeals, and whether or not sustained or lost, time of adjournment.
4. Distribute minutes of a meeting to Board members no later than seven (7) days following the meeting and ensure that an official copy of the minutes is filed after approval.

Article VII, Committees:

- A. With the exception of the Finance Committee, committee chairs will be appointed by the President with approval by a majority vote of the Board of Trustees. Committee members, selected by committee chairs, must be approved by the Board. A change to any committee must have approval of the

Board of Trustees.

- B. All committee chairs shall notify the secretary five (5) days in advance of a meeting so that the reports can be included in the agenda.
- C. Annual reports of committees are expected from each committee chair in writing at least ten (10) days before the annual meeting for dispersal to Trustees and members.
- D. Standing committees will be: Production, Building, Finance, and Development. These committees are expected to report to each regular meeting of the Board of Trustees.
 - 1. Production Committee: The Production Committee shall consist of three (3) members. The chairman, AKA Production Manager, and committee members will be LBP members. Their charge is to coordinate and supervise the production staff and act as production technicians when necessary. The Production Committee shall:
 - a. Coordinate preparations for scheduled events such as performance and rehearsal spaces, production schedules, calendars and budgets.
 - b. Assign and supervise production staff, Light and Sound Techs and volunteers; plan work schedules and establish task priorities for the production staff.
 - c. Manage the production operating budget.
 - d. Maintain a list of approved directors and assign directors to productions with approval of the Board.
 - e. Maintain a list of Stage Managers and assign them to productions.
 - f. Aid performers and act as representative of the Board of Trustees to users of the facility.
 - g. Monitor the condition of equipment and production systems; initiate corrective action if possible or report needed assistance if action is beyond the scope of the position.
 - h. Assist with facility maintenance, especially stage and support areas, and aid maintenance staff if necessary.
 - i. Perform other related duties as required.
 - 2. Building Committee: The Building Committee shall consist of three (3) members. The chairman and committee members will be LBP members. Their charge is overseeing the care and maintenance of the LBP physical plant, including the theater building, grounds, parking area, and storage buildings.
 - 3. Finance Committee: Finance Committee will consist of the Treasurer as Chair, the President, and one (1) additional Trustee appointed by the President. The Finance Committee will assist the Treasurer in the preparation and presentation of the annual budget and investment policies of LBP. Additionally, this committee will periodically review the operations and procedures for the handling of all funds.

4. Development Committee: The Development Committee shall consist of three (3) Board members. Their charge shall be to:
 - a. Develop and oversee policies and procedures regarding Board composition and recommendations of candidates for nomination by the Board.
 - b. Determine qualifications and characteristics needed by Board members.
 - c. Identify, screen, and review individuals qualified to serve as Trustees and to recommend candidates for nomination to Board membership.
 - d. Ensure that new Trustees are aware of the duties and responsibilities of Board members
 - e. Develop and maintain documents regarding Board expectations and conflict of interest to be signed by all Board members.
- E. All committee chairs serve at the pleasure of the President.

Article VIII, Fiscal Year:

- A. The fiscal year of the LBP, Inc. shall commence on the first day of March and end on the last day of February.
- B. The Board of Trustees shall select an independent party, non Board member, to perform an annual review of the financial records of the LBP, Inc. Such review is to be completed at least seven (7) days before the annual meeting and distributed to all Board members.

Article IX, Amendments:

Any proposed amendments to the Articles of Incorporation or the bylaws must first be approved by a two-thirds (2/3) vote of the Board of Trustees. After Board approval, the proposed amendments will be mailed to the membership with pro and con arguments at least three (3) weeks prior to the annual meeting. Ballots must be submitted by the start of the annual membership meeting. To be adopted, amendments require a majority of votes cast.

Article X, Seal:

LBP, Inc. shall have a seal of such design as the Board of Trustees shall determine. The seal shall be the responsibility of the Secretary.

Article XI, Emergency Power:

An emergency exists for purpose of this article if a quorum of the Board of Trustees can not be readily assembled because of some catastrophic event. In anticipation of or during an emergency, the available Trustees may take an action

in good faith to further the ordinary affairs of LBP, Inc., but may not use these powers to impose liability on a corporate Trustee, Officer, employee, or agent.

Article XII, Inspection of Records:

A member of LBP, Inc. is entitled to inspect and copy, for a fee of \$0.25 per page, during regular business hours of the principal office, records, including minutes of meetings, accounting records, and membership lists by giving five (5) business days notice. The request shall be in good faith and for a proper purpose and the records requested are connected to that purpose.

Article XIII, Annual Report:

Each corporation organized under Florida Statute 617 shall deliver to the Department of State a sworn annual report on such form as the Department of State prescribes. See (Article 617.1622 for itemized list of information to be filed per the Florida Sunshine laws.)

Article XIV, Dissolution:

LBP, Inc. shall use its funds only to accomplish the objectives and purpose specified in these bylaws and no part of its funds shall inure or be distributed to the members of LBP, Inc. On the dissolution of LBP, Inc., any funds or assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, or performing arts organization to be selected by the Board of Trustees as provided in the Articles of Incorporation.

Roberts Rules of Order Newly Revised and Florida Statute 617 guided the construction of the bylaws.

This revision to the bylaws adopted by the Board of Trustees on September 16, 2006, amended December 4, 2006, amended March 30, 2009.