

# 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 LBP Bylaws, Roberts Rules of Order (Newly Revised) and Florida Statute 617 Corporations Not for Profit.

### Article II, Mission

It is the Mission of Lemon Bay Playhouse to enrich the-Englewood and surrounding communities through theatrical productions, volunteer opportunities, education and training in the performing arts, and to provide a venue for other cultural activities.

### Article III, Membership

- A. Membership requirements shall 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, *appropriately* present opinions, and openly discuss topics on the agenda.
- C. Members are welcome to attend all regular *and special* Trustees' Meetings *and present opinions as the agenda permits*.
- D. The Board reserves the right to meet in executive session to discuss sensitive issues as they may determine. *Executive session is open only to Board members and invited participants. All votes will be taken in regular Trustee meetings.*
- E. 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 held during the month of March each year. The Board of Trustees in their regular December meeting each year shall set the date.
2. The Board of Trustees in their regular December meeting will determine the number of Trustee seats to be filled.
3. The Development Committee shall present the Board nominations for vacant Board seats. The general membership may also present nominations to the Board. All nominations must be sixty (60) days prior to the Annual Meeting.
4. All members are entitled to vote for nominated candidates and other ballot issues at the annual meeting. The notice of the meeting, and a ballot must be mailed to members at least three (3) weeks before the annual meeting. The ballot may be voted and returned 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 to be mailed to the membership and must be returned 30 days after the postmark of the mailings

B. Quorum: For all business, with the exception of electing board member as provided in Article IV section A-5, the number of members present at a general meeting shall constitute a quorum.

C. 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**

All Trustees shall be selected or elected from the current membership. Trustees must maintain their membership as a condition of their service on the Board.

A. Duties and Responsibilities

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 President or the President's designate shall call the annual meeting of the membership to order 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 in the form of tickets of gift certificates.
6. In no case shall proxy voting be allowed for making any determination.
7. The Board shall annually affirm and designate a registered agent and report a new agent to the Secretary of State as required by state statute.

8. Any public or private meeting requiring Lemon Bay Playhouse information will be attended by no less than two Trustees and only information voted on by the Board of Trustees may be issued. No single Trustee may offer information or opinions relating to Lemon Bay Playhouse policy, practices or procedures except the President as our official spokesperson.

#### 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. WAIVER of NOTICE - the meeting may still be held and business may still be conducted if the trustees sign a statement that waives notice, or if they attend the meeting without objecting to a lack of notice. Waiver shall be made part of the minutes.
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. Conference calls or computer connections which allow voice communications from the meeting room to remote Trustees shall be permitted. Any Trustee participating in such a means is assumed to be present.
3. At all meetings of the Board of Trustees, a majority of currently elected or appointed Trustees present constitutes a quorum to carry on a meeting.
4. Votes on business items requiring Board approval that have been openly discussed at prior Board meetings by the current Board members may be conducted by email or fax.

#### C. Trustee Terms of Office

1. The Board of Trustees shall consist of up to eleven (11), but not less than seven (7) members elected from the current membership of LBP, Inc. If for any reason the number of seated Trustees falls below the minimum number the remaining Board shall assume powers of the full Board. The President and Board shall refill the vacant seats within 180 days.
2. The term of office for members of the Board of Trustees shall be three (3) years for each term. No more than two (2) consecutive terms may be served by any Trustee. A Trustee may seek re-election after being off the Board of Trustees for a period of one (1) year.
3. Any vacancies that may occur on the Board shall 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. 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. Trustees existing, newly elected or appointed shall acquaint themselves with the policies and procedures of LBP and fully subscribe to the implementations of those policy and procedure documents.
5. Any Trustee shall be removed for demonstrable incompetence, dishonesty, manifest neglect of duty, or other just cause as determined by the Board of Trustees 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.

6. Any Trustee wishing to resign from this Board must provide written notice of their desire to resign at any regular Board meeting. Any Trustee absent from three (3) consecutive regular Board meetings without giving just cause to the Board shall be notified in writing by the Secretary of the Board that the Trustee has been removed from office for dereliction of duty.

#### **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 thirty (30) days prior to the annual meeting.
5. Prepare a monthly financial report through the end of the previous month to be provided to the Board members two (2) days before each regular monthly meeting for inclusion with the agenda.

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, Trustees 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 fifteen (15) days following the meeting and ensure that an official copy of the minutes is filed after approval.

#### **Article VII, Committees and staff:**

Playhouse operations involving Committees and Staff will be handled according to the Organizational Chart as developed and approved by the Board.

- 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 be reported to the Board of Trustees.
- B. All committee chairs shall provide written reports to the President two (2) days in advance of a meeting so that the reports can be included in the agenda.
- C. Written annual reports of committee activities from each committee chair shall be provided to the President at least fifteen (15) days before the annual meeting. Reports shall be reviewed and ratified by the board. After which copies shall be provided to members at the annual meeting.
- D. Standing committees will be: Production, Building, Finance, and Development.
  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 perform tasks as outlined in out policies and procedures manual.
  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 two (2) Board members and one (1) member at large. 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. The report shall be provided to the Secretary at least five (5) days prior to the regular Trustee monthly meeting in March for inclusion with the agenda. Report shall be reviewed and ratified by the Board. After which copies shall be provided to members at the annual meeting.

**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 cannot be readily assembled because of some unusual 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. Emergency actions must be reported, reviewed and ratified at the next regular monthly meeting of the Trustees.

**Article XII, Inspection of Records:**

A member of LBP, Inc. is entitled to inspect and request copies of records including minutes of meetings and accounting records. A written request, stating the desired use, shall be given to the business manager. The Business Manager shall forward the written request to the President for review. No reasonable request shall be denied. Charges for copies shall be \$0.25 per page copied.

**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 version of the bylaws adopted by the Board of Trustees on March 6, 2016