

**TOWNSQUARE PLAYERS, INC.
BY-LAWS**

December 18, 1973

As Amended

May 24, 1975

June 19, 1975

September 15, 1983

September 21, 1988

June 20, 1990

April 17, 1991

June 19, 1991

June 17, 1999

June 23, 2004

June 22, 2005

June 20, 2007

June 24, 2009

Printed: June 29, 2009

Updated: June 2009

By

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TSP TIMELINE

- JUL Season Begins
- NOV Play Reading Committee Presents Selections
- JAN Appoint Nominating Committee
- MAR Approve Season, Present Updated Membership List
- APR Nominating Committee Presents Ballot
- JUN Annual Meeting/Elections

ARTICLE I – CORPORATION

Sec 1 – Name

The corporation shall be known as TownSquare Players, Inc.

Sec 2 – Place of Business

The principal place of business shall be located in the City of Woodstock, County of McHenry, State of Illinois, or any other such place as the Board of Directors may from time to time determine by resolution thereof.

Sec 3 – Purposes

- A. To promote, sponsor, support, produce, instruct and engage in “all the performing arts as well as the various forms of graphic arts” and any other related activities.
- B. To engage in the production, direction, and performance of educational, cultural and entertaining programs.
- C. To provide theater craft training workshops.
- D. To sponsor, produce and engage in publicity events which may include non-member participants and any other performing arts and graphic arts related activities.

Sec 4 – Year Definition

The term “year” is defined as the period beginning on July 1 and ending on June 30. Any reference to “year,” “yearly,” “annual,” “annually,” or “12-month period” made in the By-Laws will be understood to mean this period of time.

ARTICLE II – MEMBERSHIP

Sec 1 – Eligibility

Any person regardless of race, creed, religion, or sex, may become a member upon application as provided in these By-Laws.

Sec 2 – Classification

The membership shall be divided into the following classifications: Member and Active Member. Members shall be classified by the Vice-President.

Sec 3 – Active Membership

Each candidate for Active membership shall satisfy the requirements as stated in Article VI, Section 2. An Active Member may enjoy all the privileges of the corporation as set by the Board of Directors, including the right to vote and the right to hold office.

Sec 4 – Membership

Any person may become a Member by payment of annual dues as established by the Board of Directors. A Member is entitled to the same privileges as an “Active Member” with the following exception: they do not have the right to run for or hold office.

Sec 5 – Current Membership Roster

It shall be the duty of the Vice-President during the third quarter of the TSP year to review and revise the membership roster by eliminating those names of members who have not, without good cause, maintained their minimum annual requirements for membership as set forth in these By-Laws. He/she shall report his/her action and revised list of members to the Board of Directors at the March meeting of the Board. At said meeting, the Board of Directors shall review the action of the membership roster and approve a final revised list of Members. Said list of Members shall be the list of members entitled to vote at the Annual meeting of the corporation upon payment of dues.

Sec 6 – Removal

Any member may, for proper cause shown and after a full hearing by the Board of Directors, be removed from membership by an 80/20 margin of the existing Board of Directors.

ARTICLE III – MEETINGS

Sec 1 – Annual Meeting

The Annual meeting of TownSquare Players, Inc. shall be held in the month of June, at such place as is designated by the Board of Directors. The business of the meeting shall consist of annual reports of Officers and committee chairpersons, submitting the annual budget for membership approval, submitting a calendar of events and meeting agenda for the coming year, and election of member of the Board of Directors and Officers as provided in these By-Laws. Installation of newly elected Board of Directors and Officers shall be carried out within thirty (30) days after the Annual meeting at the discretion of the Board of Directors. The order of business at the Annual meeting of TownSquare Players, Inc. shall be as follows:

- A. Call meeting to order;
- B. Proof of notice of meeting;
- C. Reading of minutes of previous Annual meeting;
- D. Reports of Officers;
- E. Reports of committees;
- F. Estimated annual budget;
- G. Election of Board of Directors and Officers (all candidates must accept nomination before the call to vote and all nominated members shall be requested to be present at the election);
- H. Miscellaneous Business.

Sec 2 – Special Meeting

Special meetings may be called at the discretion of the President, by request of three (3) members of the Board of Directors, or at the written request of ten (10) or more Members of the corporation. The call for Special meetings shall state the purpose of said meeting and the business transacted shall be confined to the object stated in the call.

Sec 3 – Board of Directors Meeting

The Board of Directors shall meet once each month or at such times as the President may declare necessary to conduct the business affairs of the corporation.

Sec 4 – Quorum

Twenty (20) percent of the membership shall constitute a quorum at any membership meeting. A majority of the Board of Directors shall constitute a quorum for any Board of Directors meeting, except for the purpose of removal of a Board of Directors member (see Article V, Section 5).

Sec 5 – Notices

Separate written or printed notice stating the place, day, and time of the meeting and, in case of a Special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, Secretary, the Board of Directors, or the persons calling the meeting, to each Active member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service, addressed to the member at the address as it appears on the membership list, with postage thereon paid.

ARTICLE IV- BOARD OF DIRECTORS (GENERAL)

Sec 1 – Board of Directors (Number)

The Board of Directors shall be composed of the duly elected Officers plus one Director-At-Large for each twenty (20) Active members or portion thereof. At no time shall there be less than three (3) Directors-At-Large.

Sec 2 – Term of Office

Officers shall serve on the Board of Directors for their term of office (see Article VI, Section 1). Directors-At-Large shall serve for a period of three (3) years or portion remaining (see Article V, Section 3).

Sec 3 – Initial Officers

The initial Board of Directors shall also serve as Officers of the corporation until the first 1974 installation meeting of the corporation. The initial Board of Directors shall elect from its membership a President, Vice-President, Secretary, and Treasurer.

Sec 4 – Annual State Report

It is the duty of the President, together with the Board of Directors, to prepare and submit an annual report to the Secretary of State on forms prescribed by the State:

- A. Name of corporation;
- B. Name and address of registered agent;
- C. Names and addresses of the Board of Directors;
- D. Names and addresses of the Officers;
- E. Brief statement of the character of affairs of the corporation plus any other information deemed necessary.

Sec 5 – Authority of the Board of Directors

The affairs, property, and business of TownSquare Players, Inc. shall be managed by its Board of Directors. The Board of Directors shall be responsible to the membership for the proper conduct of all phases of business of TownSquare Players, Inc. The Board of Directors shall have the authority and power to do all lawful acts in the management of all the affairs of the corporation as are conferred upon it by the Certificate of Incorporation and the laws of the State of Illinois, including the power to establish compensation for its employees and agents.

Sec 6 – Finances

All budgets for a single production, project, season, or enterprise shall be presented to the Board of Directors, and such budgets shall become effective only after a majority of the Board of Directors shall have voted for their approval at its regular meeting. The Board of Directors delegate to the Producer(s) the authority to make reasonable increases to the budget for individual shows up to a maximum of \$100.00 per line item expense up to a maximum of 10 line items without additional approval of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS (OFFICIAL)

Sec 1 – Board Membership

No more than one (1) member of an immediate family shall serve as an Officer on the Board of Directors at the same time. No more than two (2) members of an immediate family shall serve on the Board of Directors at the same time.

Sec 2 – Election of Board Members

The Board of Directors shall on or before its January meeting appoint a Nominating Committee consisting of one (1) to three (3) members, including one (1) member from the Board of Directors, who shall act as Chairperson, and, if available, up to two (2) members from the membership roster. It shall be the duty of the Nominating Committee to meet, prepare, and present at the April meeting of the Board of Directors a ballot, placing on it under each office and directorship to be filled, the names of the candidates selected from the Active membership. It shall be the duty of the Nominating Committee to obtain the consent of each proposed nominee before placing their name on the ballot. The ballot shall be publicized after the April meeting of the Board of Directors and shall be presented as the nominations of the Nominating Committee. A copy of the final nominations shall be mailed or emailed to each Member. The official ballot shall be handed to each Member at the Annual meeting. Those Members not able to attend the Annual meeting may request an absentee ballot from the Board of Directors and shall complete and return same by mail to arrive not later than the day of the Annual meeting. Nominations for Officers and Directors may also be made from the floor at the Annual meeting, provided nominees accept nomination, and nominations shall then be closed. The President shall appoint three (3) judges to supervise the election and act as tellers in determining the election results. If a tie vote occurs, the Members present shall cast ballots for those Officers or Directors in which ties occur and those candidates receiving the majority votes of those ballots cast shall be declared elected. If a tie again occurs, the Board of Directors shall cast ballots deciding the final results, and those candidates receiving a majority vote of those ballots cast shall be declared elected.

Sec 3 – Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the Board of Directors then in office until the next succeeding Annual Election, when such appointment must be ratified by a majority of the members present. If the appointment is not ratified by the members, the President shall then call for nominations from the floor. The members present shall cast ballots for those persons nominated. The candidates receiving the majority vote of those ballots cast shall be declared elected to fill the unexpired terms. If a tie occurs, the Board of Directors shall cast ballots deciding the final vote, and those candidates receiving the majority vote of those ballots cast shall be declared elected to fill the unexpired terms.

Sec 4 – Resignations

Any Officer or Director by thirty (30) days written notice to the Board of Directors may resign his/her office.

Sec 5 – Removal

Any Officer or Director may, for proper cause shown after a full hearing of the Board of Directors, be removed from office by an 80/20 margin of the members of the Board of Directors. Any Board of Directors member with three (3) unexcused absences from three (3) regularly scheduled Board of Directors meetings within a twelve (12) month period, shall have resigned and the Secretary of the corporation shall notify said Board member in writing of their removal from the Board of Directors. Members may be excused from a meeting by contacting the Secretary or the President in advance of the meeting.

Sec 6 – Reports Due

Any Board of Directors member unable to attend a Board of Directors meeting shall notify the Secretary and prior to said meeting shall deliver to another attending member all reports which are due.

ARTICLE VI – OFFICERS AND DIRECTORS-AT-LARGE

Sec 1 – Officers and Directors-at-Large

The Officers of TownSquare Players, Inc. shall be a President, a Vice-President, a Secretary, and a Treasurer. The President and Treasurer are elected in odd-numbered years. The Vice-President and Secretary are elected in even-numbered years. The standard term of office shall be two (2) years. Directors-at-large serve three-year terms.

Sec 2 – Eligibility

- A. Must be an Active Member. To attain Active membership in TownSquare Players, Inc. the minimum annual requirements shall be the following: payment of all yearly dues as established by the Board of Directors (not necessary for lifetime members, who pay no annual dues), payment of all outstanding money owed to the corporation to date, plus one of the following:
1. Service on the Board of Directors;
 2. Service as Officer;
 3. Service on any standing committee;
 4. Service on any Production Staff;
 5. Participation in the cast or crew of one scheduled major production each year;
 6. Participation as an usher for six (6) or more TSP performances;
 7. Service as a director of a TSP production or instructor of a TSP-sponsored workshop as categorized in Article I, Section 3;
 8. Service in any special activities requested by the Board of Directors, Officers, or Producer.

- B. Must belong to the organization for a minimum of six (6) months prior to the start of the fiscal year in which he or she would take office if elected (i.e., by January 1 of the year in which the election occurs).
- C. If no member who meets the requirements in A and B of this section agrees to run for – or be appointed to (in case of a mid-term vacancy) – the position of Treasurer, or if the individual in the Treasurer’s position needs additional assistance, the Board of Directors can, at its discretion, attempt to recruit a volunteer involved in a financial position or the financial industry. This individual would not serve as the Treasurer, but would assist the Board with:
 - o Consultation on financial, regulatory, and audit matters
 - o Guidance on how to handle routine accounts payable/receivable duties
 - o Other duties, as can be mutually agreed to between the individual and the Board

Sec 3 – Duties of Officers

The Officers, subject to the control of the Board of Directors, shall carry out the following duties:

PRESIDENT: The President shall be the chief administrative officer of the corporation, and shall manage the affairs and the day-to-day production business of the corporation subject to the orders of the Board of Directors. In the recess of the board of Directors, the President shall have general control and management of the affairs of the corporation and shall see that all of the orders and resolutions of the Board of Directors are performed and execute all **AUTHORIZED** conveyances, contracts, bonds, and obligations in the name of TownSquare Players, Inc. The President shall cause to be reported all standing and special committee appointments of the Board of Directors and shall be a member ex-officio of all said committees. The President shall cause to be reported the names of new members, resignations, and all business transacted by the Board of Directors which is of importance to the corporation. The President shall approve the appointment of a Producer and shall act as producer Pro-tem in the Producer’s absence (see Article VII, Section 3). The President shall sign all warrants drawn on the treasury of the corporation and shall have them countersigned by the Treasurer. In the event the President is unable to sign, any other Board of Directors member, so designated, shall sign. The President shall sign contracts, leases, notes, bonds, deeds, and other legal papers necessary for the proper management of the corporation.

VICE-PRESIDENT: The Vice-President shall assume and perform the functions and duties of the President during his/her absence or disability. The Vice-President shall chair the Membership Committee and report to the Board of Directors all applicants for membership; shall notify all candidates of acceptance or expulsion; shall initiate a continuous program for new membership. The Vice-President shall succeed to the Presidency in the event the Presidency is vacated during any presidential term for any reason.

SECRETARY: The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose and see that notices are duly given in accordance with these By-Laws. He/she shall be responsible for all notices and shall call Special meetings when requested by the President, three (3) members of the Board of Directors, or ten (10) Members. The Secretary shall keep an alphabetical list of all classifications of members. The minutes of all meetings shall be made available to any member who wishes to review them at a reasonable time. Within thirty (30) days of leaving office, the Secretary shall relinquish all records and correspondence to the President.

TREASURER: The Treasurer shall have custody of all the funds and securities of the corporation which may come into the Treasurer's hands, and deposit same or invest same as directed by the Board of Directors in the name of the corporation, shall pay all bills subject to the approval of the Board of Directors, shall make a monthly report to the Board of Directors, and shall make an annual report to the Board of Directors which shall be examined and certified by auditors appointed by the Board of Directors; shall, at reasonable times, exhibit the books and accounts to any Member and shall perform all acts incidental to the position of Treasurer or which are properly required of same by the Board of Directors. The Treasurer must be at least 21 years of age and be bonded. Within thirty (30) days of leaving office, the Treasurer shall relinquish all records and documents to the President.

ARTICLE VII – COMMITTEES/PRODUCTION STAFF

Sec 1 – Standing and Ad Hoc Committees

The Board of Directors shall appoint a person to chair each of the following committees: A) Nominating, B) Play Reading, C) Membership (see Article VI, Section 3, Vice-President), D) Other Standing or Ad Hoc committees as needed.

Sec 2 – Duties

- A. Nominating: See Article V, Section 2.
- B. Play Reading: The committee shall consider all plays suggested. The committee shall present to the Board of Directors at the November meeting, a season of all shows for their approval. The Board of Directors shall read or be presented a synopsis of each of the committee's selections, reserving the right to request additional committee selections from which to choose. The Board of Directors shall approve the season by the March meeting.
- C. Membership: See Article VI, Section 3, Vice-President and Article II, Section 5.
- D. Resolution/By-Laws: The committee shall consist of a minimum of three (3) members, one of whom shall be a member of the Board of Directors. The maximum number of that committee shall be determined by the chairperson subject to the approval of the Board of Directors.

The number of Board members serving on any one committee cannot exceed a maximum of one less than the majority of the Board of Directors. ALL committees shall report periodically to the President. ALL committees shall function on an annual basis, to be established following the Annual Election.

Sec 3 – Production Staff

The Board of Directors will appoint a Producer for each production who, with approval from the Board of Directors, will appoint the following staff personnel as needed:

- | | |
|-----------------------------|----------------------------|
| A. Light Designer | H. House Manager |
| B. Costume Designer | I. Properties Manager |
| C. Make-up/Hair Designer | J. Publicity |
| D. Set Designer | K. Advertisement Sales |
| E. Set Construction Foreman | L. Graphics Designer |
| F. Technical Coordinator | M. Stage Manager |
| G. Choreographer | N. Other Staff as required |

The Producer shall provide written job descriptions of each staff position to the Production Staff. The Board of Directors shall interview candidates and appoint the following production positions, as needed:

- A) Director, B) Musical Director, C) Orchestra Director.

Each Production Staff person shall obtain the necessary people to achieve their responsibilities. The Board of Directors, at its discretion, may appoint a Business Manager who will prepare and administer the production budget upon approval of the Board of Directors and within these provisions of these By-Laws.

ARTICLE VIII – FINANCES/PROPERTY

Sec 1 – Finances

The TownSquare Players, Inc. shall raise its operating funds by membership drives; program advertising; souvenir and concession sales; ticket sales to performances; government grants and subsidies of any kind; contribution solicitation from individuals, other organizations, and industry; theater craft training workshops; to sponsor/produce/engage in publicity events of non-member participants and any other means as determined by the Board of Directors. Such funds shall be applied to further the activities and purposes of the corporation.

Sec 2 – Property of TownSquare Players, Inc.

ALL property, equipment or other articles acquired by gift or purchase shall NOT be rented, loaned or otherwise disposed of without the consent of the Board of Directors and a written order from the Treasurer countersigned by the President or in event the President is not able to countersign, any other member of the Board of Directors may countersign. The Board of Directors is authorized to make such charges for the rental of property as it shall deem necessary, and the proceeds of such rental shall be placed in the funds of the corporation.

Sec 3 – Budgets

See Article IV, Section 6.

ARTICLE IX – MISCELLANEOUS

Sec 1 Fiscal Year

The fiscal year of TownSquare Players, Inc. shall end on June 30th of each year.

Sec 2 Rules of Order

All meetings of the corporation shall be conducted according to Robert's Rules of Order.

Sec 3 Season

The season of TownSquare Players, Inc. shall begin on July 1st and end on June 30th.

Sec 4

The candidates for the Board of Directors shall read and understand the By-Laws.

Sec 5

Only one (1) member of the same family may countersign warrants drawn on the treasury; or countersigning for the transfer, release for sale; liquidation of stocks, bonds, securities, property – real or personal; or any other items which may directly affect the funds of TownSquare Players, Inc.

Sec 6

All Members shall, upon request, receive a copy of the By-Laws from the Secretary. An updated copy will be available at all times on the TownSquare Players Web site (www.tspinc.org).

Sec 7 Amendments

Any Active member may request an amendment to these By-Laws by submitting the proposal in writing to the Board of Directors. The Board of Directors shall prepare and mail a copy of the proposed amendment(s) to each Member one (1) month prior to the Annual meeting or a Special meeting. The proposed amendment(s) shall be voted upon at the Annual meeting or Special meeting. An affirmative vote of 2/3 of the Membership attending this meeting, providing a quorum is present, shall be required to approve any amendment(s).

Sec 8 Effective Date of By-Laws

The foregoing By-Laws shall be deemed in force and effective from and after the 18th day of December, 1973.

AS AMENDED 09/21/88, 06/20/90, 04/17/91, 06/19/91, 06/17/99, 06/23/04, 06/22/05, 06/20/07, 06/24/09