

# The Heritage Players

## By-Laws

Established: May 12, 2011

### Article I – Name and Objectives

#### 1. Name

*a.* The Heritage Players.

#### 2. Objectives

*a.* To provide theatrical entertainment for, and to enhance the cultural life of, the local community.

*b.* To educate, foster, and promote within its membership and the local community interest in the amateur stage.

*c.* The group will be of a non-profit nature and any funds generated will be used for re-equipping stage properties, sceneries, props, etc., as well as for any other purposes judged by the group's Executive Board to be in the furtherance of amateur theater in the local community.

### Article II – Membership

#### 1. Eligibility

*a.* Membership shall be open to any individual interested in amateur theater. Members shall complete an application and pay annual dues as established by the Executive Board.

#### 2. Membership Privileges

*a.* Only paid members shall have a vote, may serve on and/or chair committees; may be elected or appointed to office.

### Article III – Meetings

#### 1. Meetings of the Executive Board

*a.* Meetings of the Executive Board shall be held regularly as deemed necessary by the President, but at least monthly. The general membership is invited to attend the December Board meeting to make nominations from the floor and vote for new officers for the next play season. September's meeting's purpose is the suggestion of new plays and directors for the following year. Final selections will be decided at the November meeting.

#### 2. Special Membership Meetings

*a.* A special meeting of the membership may be called by the President or by written request of ten members to the President.

#### 3. Quorum

*a.* All membership meetings shall require that a minimum of one-third of the membership be present to conduct business.

#### 4. Voting

*a.* Each member shall carry one vote at all membership meetings and there will be proxy voting allowed by email.

#### 5. Conduct

*a.* All meetings of the membership or Executive Board shall be conducted in accordance with Robert's Rules of Order.

### Article IV – Executive Board

#### 1. Composition

*a.* The group shall be governed by an executive board elected from and by the membership of The Heritage Players to serve a term of one year.

1) The elected Executive Board shall consist of the following, each having a vote.

- A.* President
- B.* Vice President
- C.* Secretary
- D.* Treasurer
- E.* Technical Director
- F.* Membership Director
- G.* Box Office Director
- H.* Advertising Director
- I.* Publicity Director
- J.* Director of Children's Productions
- K.* Current Past President
- L.* Historical Society Liaison

2) In addition, the President shall appoint committee chairpersons subject to approval by a majority of the elected members of the board.

3) Committee chairpersons, directors, producers, and others with delegated responsibilities shall be invited by the Board to attend regular meetings as deemed necessary, but shall have no vote.

#### 2. Election

*a.* The Executive Board will be elected from the general membership for a term of one year (January – December). At the November meeting, incumbents will be asked if they wish to remain in their current positions to establish vacated seats. The General Membership will then be solicited for nominations for all Board positions, with special effort made to fill vacated seats. At the December meeting nominees for all Board seats will be decided by simple majority vote from among the nominees.

#### 2. Authority

*a.* The Executive Board shall have the power to administer all of the affairs of the group in accordance of these by-laws.

#### 3. Decisions

*a.* Any decision of the Executive Board shall require a quorum of six elected Board Members. Decisions will be made by a simple majority vote of the Quorum.

#### 4. Vacancies

- a.* in the event that the presidency is permanently vacated, the Vice President shall assume the duties of the President and the remaining Board Members shall elect a new Vice President from among their own number.
- b.* In the event of permanent vacancies occurring on the Executive Board, the President shall appoint, subject to approval by a majority of the remaining members of the Executive Board, a member to serve for the unexpired term.
- c.* A positive vote of at least 8 members of the Executive Board is necessary to remove a Board Member.

#### 5. The President Shall:

- a.* Preside at all meetings of The Heritage Players, if present, and shall be responsible for the faithful observance of these by-laws.
- b.* Call meetings of the General Membership and of the Executive Board.
- c.* Have the accounts of the organization maintained by the Treasurer submitted to all appropriate and available for audit.
  
- d.* Prepare and submit an annual report at the final membership meeting of the year.

#### 6. The Vice President Shall:

- a.* Perform the duties of the President in the event of his or her absence.
- b.* Fulfill all duties the President of the Executive Board may see fit to delegate.
- c.* Coordinate the workshops and activities designated by the President.

#### 7. The Secretary Shall;

- a.* See that adequate records are maintained.
- b.* Be responsible for all correspondence.
- c.* Maintain the minutes of the membership or Executive Board and shall provide copies of these minutes to the Board Members.
- d.* Summon the members during the week prior to any Board meeting.
- e.* Perform any other secretarial duties required by the President.
- f.* Submit a letter annually to the Director of the Bethel Park Community Center requesting the use of a meeting room for the normal monthly Board meetings.
- g.* Be responsible for submitting additions and/or corrections (approved by the Board) to the Webmaster for updating the website.
- h.* be responsible for changing the voicemail messages on 412-831-6800 Ext. 745

#### 8. The Treasurer Shall:

- a.* Receive all funds and maintain the necessary controls over the revenues from each production. These funds shall be deposited in the bank account by the Treasurer.
- b.* Be responsible for maintaining the accounts and see that all disbursements are made in accordance with the authority granted by the Executive Board.
- c.* Keep such account or receipts and disbursements so as to disclose the status of same at any time, and shall prepare a written report to be presented at each general and Executive Board meeting.
- d.* Upon the approval of the budget of each production by the Executive Board, make any necessary advances to the Producer of that production and, subsequently, receive from the Producer the documentation supporting the payments made from the advance.
- e.* Upon leaving office, make a full accounting and submit it to the President of The Heritage Players. All documents and funds shall be turned over to the next Treasurer, who must sign a receipt for them.
- f.* Maintain three (3) names on the bank signature cards. Two (2) signatures are required on checks.
- g.* Be responsible for picking up mail at the Post Office Box (841).

**9. The Technical Director Shall:**

- a.* Act as presiding chairperson in the absence or incapacity of the President and Vice President.
- b.* Maintain a record of the theater properties owned by The Heritage Players and assume responsibility for the care of the scenery, tools, make-up, properties, etc.

**10. The Membership Director Shall:**

- a.* Keep a complete up-to-date list of members and make these available to the membership a least once a year.
- b.* Make available to the Technical Director and the Production Managers lists of the jobs for which members have offered their services.
- c.* Collect yearly dues for January 1<sup>st</sup> to December 31<sup>st</sup>. Membership card entitles members to free admittance to the three (3) main stage shows.
- d.* Deliver to every new member a copy of the current membership list, a copy of these by-laws, and report the names of each new member to the person in charge of the newsletter.
- e.* Encourage all those participating in any activity of the group, who are not members, to join The Heritage Players.

**12. The Advertising Director Shall:**

- a.* Coordinate the solicitation and billing of ads from local business, organizations, and individuals for each production and shall cooperate with the program editor in the production of the printed program.

**13. The Publicity Director Shall:**

- a.* Distribute audition notices to the appropriate media outlets at minimum four (4) weeks prior to audition dates.
- b.* Write articles and briefs before each production; distribute to local papers. Send photos of cast and crew, and contact entertainment editors to request they run articles and photos.
- c.* Xerox posters and flyers before each production; post and distribute at local libraries, center, senior high rises, schools, restaurants, etc.
- d.* Send flyers to theater departments at local schools.
- e.* Four (4) weeks before performances, distribute play announcements to all appropriate media outlets
- f.* Distribute play announcements to local newspaper critics and invite them to the show as our guest.
- g.* Distribute flyers and season brochures at local community events.
- h.* Attend monthly meetings. Give flyer to other company members to distribute to the community.

**15. The Educational Director of Children's Productions Shall:**

- a.* Be responsible for all phases of children's classes and productions.

## Article V – Committees

### 1. Play Selection

- a.* A play selection committee shall be formed for each play season, consisting of a chairperson and at least two members appointed by the Executive Board from the membership. The play selection committee shall select plays for consideration during the calendar year, submitting them to the Executive Board for approval.
- b.* Plays may also be submitted to the Board by any member.
- c.* Any play to be produced must be approved by a majority of the Board Members.

### 2. Production Committees

- a.* A production committee shall be formed for each production.
- b.* Director of production shall be:
  - 1) Approved by the Board.
  - 2) Responsible for the preparation of an income/expense budget.

3) Responsible for artistic decisions related to:

- A. Casting
- B. Acting
- C. Set Design
- D. Costumes
- E. Stage Management
- F. Make-Up
- G. Lights
- H. Sound
- I. Props

c. Production manager shall be:

- 1) Appointed by the Director of Production and the Technical Director
- 2) Responsible for all money disbursements pertaining to production.
- 3) Responsible for submitting a final accounting of all receipts and expenditures for the production to the Treasurer within thirty (30) days after the last performance of the production.
- 4) Responsible for the construction and dismantling of the set.
- 5) Responsible for providing technical assistance as requested by the Director.

## Article VI – Finances

- 1. The funds of The Heritage Players shall be maintained in a bank account in accordance with applicable federal, state, and local laws and regulations.
- 2. All payments in excess of the equivalent of \$100 made from the groups' bank account for general purposes other than the production costs, shall be approved by a majority vote of the Executive Board.
- 3. A budget estimating production costs will be approved by the Executive Board for each production. The Treasurer will be responsible for making advances to the Production Manager in accordance with the budget, and seeing that payments by the Production Manager are adequately documented by invoices, receipts, etc.
- 4. All charges, including ticket prices, advertising rates, concession prices, and other charges shall be determined by the Executive Board.
- 5. The treasurer will submit a yearly financial report to the Executive Board made by internal verification and/or by independent auditors.
- 6. Patron donations will be recognized in the program.
  - a. Patriot                      \$25 - \$49
  - b. Minuteman                \$50 - \$99
  - c. Stars and Stripes        \$100 plus

## Article VII – Fiscal Year

- 1. The fiscal year of The Heritage Players shall be January 1<sup>st</sup> to December 31<sup>st</sup> to coincide with the membership year.

## Article VIII – Conflict of Interest Policy

### 1. Purpose

a. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (The Heritage Players) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### 2. Definitions

#### a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- 2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

d. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board of committee decides that a conflict of interest exists.

### 3. Procedures

#### a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

#### b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### c. Procedures for Addressing the Conflict of Interest

- 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the Organizations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

- 1) if the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for

goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**8. Use of Outside Experts**

a. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

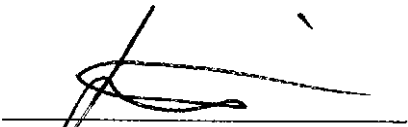
**Article IX Amendments to By-Laws**

1. Amendments to these by-laws shall require approval by a majority of the members attending a general membership meeting, provided that at least one-third of the total membership is present at that meeting.
2. Amendment may be proposed and a general meeting called by a group of twenty (20) members. Notice of the amendment and meeting shall be communicated to the general membership at least fifteen (15) days in advance.

**Article X – Dissolution**

1. In the event of dissolution of The Heritage Players, the net assets of the group shall be donated to a non-profit community theater group(s) as selected by simple majority vote of the Executive Board.

These By-Laws are adopted by the Executive Board of The Heritage Players, May 12, 2011.

  
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Cindy Swanson  
Jill K Stebler  
Nuala Zalack  
Cheryl Gloeck

Beth Maschio  
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Clayton M. Owen  
Brennise  
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