

Proposed Changes to the Constitution and By-Laws of the Essex Community Players, Inc.

For Review and Approval of the Membership at the Annual Meeting on June 16, 2017

Article III: Purposes

Section 2: Purposes

- f) *To adopt and, from time to time, alter and amend by-laws; to have a common seal, which may be changed at will; to sue and be sued, to make, executive, acknowledge and deliver legal instruments of all kinds; to borrow money and to have any and all powers given by law to nonprofit corporations.*

...to sue and be sued, to make, execute, acknowledge and deliver...

Article V: MEMBERS

Section 2: Categories of Membership

(C) *An Ex-officio active members becomes a voting member automatically upon attaining the age of 16 years.*

3. An Ex-officio active member becomes a voting member...

ARTICLE VI: BOARD OF DIRECTORS:

Section 1. Number and Term of Directors

The term of office for the members of the Board of Directors shall be for three years. The terms shall be staggered. At the annual meeting following the Amendment of the Bylaws the ten members of the Board of Directors shall be elected as follows:

Four Directors shall be elected to serve for a term of three years.

Three Directors shall be elected to serve for a term of two years.

Three Directors shall be elected to serve for a term of one year.

Thereafter, at succeeding annual meetings, persons elected to fill the terms of those Directors terms that have expired shall be elected for three year terms.

The term of office for the members of the Board of Directors shall be for three years. The three-year terms shall be staggered in groups of 4 Directors, 3 Directors, and 3 Directors elected in subsequent years.

Section 3. Vacancies on the Board of Directors

- a. *The membership shall be made aware of any and all vacancies on the Board of Directors prior to filling those vacancies and after filling those vacancies.*

...changes to the Board of Directors in the event of a mid-year vacancy.

b. Vacancies occurring on the Board of Directors shall be filled by affirmative vote of the majority of the Directors then in office. A director elected to fill a vacancy in this manner shall hold office until the next annual meeting. At that next annual meeting, the remaining term of that member of the Board of Directors shall be elected by the full membership and shall server out the remainder of the term so vacated.

... full membership and shall **serve** out the remainder of the term...

b.1) To facilitate filling a mid-year vacancy on the Board of Directors, the President may refer to the ballot from the most recent Annual Meeting and, with an affirmative vote of the sitting Board members, offer the position to the candidate who received the next highest vote count. In case of a tie, the offer will be made to the next candidate on the list in increasing alphabetical order of last name.

ARTICLE VII: OFFICERS OF THE BOARD OF DIRECTORS

Section 2. Election of Officers

The President, the Vice-President, the Secretary and the Treasurer shall be elected from within and by the Board of Directors at the meeting of the Board of Directors, which shall follow immediately the Annual Meeting of the Members.

...which shall follow **within 30 days of** the Annual Meeting of the Members. **The existing Executive Committee members will remain in their respective offices until the new Officers are duly elected to assure continuity and an orderly transfer of duties.**

Section 3. Primary Duties of Officers

b. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice-president shall also perform the duties of Operations Manager, which includes processing an evaluation for each production and obtaining appropriate feedback.

... Executive Producer acting as liaison between the Board of Directors and the Producer of each production. Among the other duties of the office, the Executive Producer shall process an evaluation for each production and obtain appropriate feedback from the Directors, Cast and Crew.

d. The Treasurer shall have custody of all corporation funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. He/she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for the purpose by the Board of Directors. He/she shall render an account of all his/her transactions as treasurer when called upon. He/shall maintain a current accounting of dues payments and provide such an accounting to the Secretary for purposes of maintaining a current active membership list.

... **He/She** shall deposit all moneys.... **He/She** shall render an account of all his/her transactions as treasurer when called upon. **He/She shall** maintain a current accounting ...

d.1) In keeping with good accounting practice, there shall be more than one signatory on all Company Accounts.