

FLORENTINE PLAYERS BY-LAWS

FOREWORD

The Florentine Players was organized the 18th day of June, 1986, as a division of the "Florence Historical Foundation", a non-profit, tax-free corporation.

Edited June, 1994 (assumed adopted)

Edited July, 2003 (assumed adopted)

Edited May, 2005 (assumed adopted)

Adopted:

Edited May, 2011 (adopted)

Edited May, 2012 (adopted)

Edited May, 2014 (adopted)

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ARTICLE I ORGANIZATION

SECTION I: PURPOSE/OBJECTIVES

The purpose/objectives of the Florentine Players are as follows:

- A: To maintain a group of people dedicated to the development and promotion of entertainment, primarily for the people of Florence.
- B: To assist in the funding and preservation efforts of the Florence Historical Foundation by presenting at least two (2) productions a year, one of which will be the melodrama in conjunction with the annual Florence Days. Additional productions will be presented with the approval of the Board of Trustees.
- C: To provide community and city-wide contributions to entertainment and general related services as deemed necessary by, and with the approval of, the Board of Trustees.

SECTION II: MEMBERSHIP

Membership in the Florentine players shall be open to all individuals. A member of the Florentine Players shall be a person who wishes to participate in the activities of this organization and who shall pay the annual membership dues as established by the Board of Trustees. A member in "good standing" means that all dues shall have been paid. Dues shall be established by the Board of Trustees and shall be effective during the "membership year", which begins 1 June and continues through 31 May.

SECTION III: BOARD OF TRUSTEES - COMPOSITION, TERMS, FILLING OF VACANCIES

FILLING OF VACANCIES - CLARIFICATION: In general, for all elections, there shall be a waiting period during which all potential candidates may declare their intentions, and voters shall have an opportunity to review the candidates. Nominations from the floor will be accepted and not subject to this waiting period.

A: The Florentine Players shall be governed by a Board of Trustees comprised of 15 members. The Board of Trustees shall include representation from each of the following groups:

1. Three (3) members from the Florence Historical Foundation, to include the President, Treasurer, and one Foundation Board Member at large as appointed by the Foundation President.
2. Ten (10) members in good standing from the Florentine Players, to be elected each year for a 3 year term by the general membership of the Florentine Players. *(formerly: Nine (9) members in good standing from the Florentine Players, three (3) of whom shall be elected each year for a 3 year term by the general membership of the Florentine Players.) (amended April 2015)*
3. The position of Treasurer shall serve as a Trustee appointed by the Florentine Players Board. This person must be a member in good standing. There shall be no established term for this position. This position has voting rights. *(formerly: Two positions, Treasurer and Secretary, shall serve as Trustees as appointed by the Florentine Players Board. There shall be no established terms for these positions. These positions shall have voting rights.) (amended April 2015)*
4. One position, Immediate Past President, shall serve as a voting Trustee, for *(delete: no more than six years (maximum time for a President) no more than one (1) year (amended May annual meeting , 2011).*

B: Each board member shall serve until a successor is elected or appointed. There shall be no limit to the number of terms served except as noted before.

C: Board vacancies shall be filled by: (1) general membership election for expired terms, to be held annually; (2) appointment (Florence Historical members, Florentine Player Secretary and Treasurer); OR (3) by process defined in "D" if the vacancy occurs other than at general election time. In these cases, vacancies (other) shall be filled as in "D" below.

D: Vacancies (other), to be filled with members in good standing, shall be elected by the remaining Trustees. The Nominating Chair shall present a list of candidates to fulfill a vacancy to the Board one month after the vacancy has been declared open to the Board. The list shall include, in order, all candidates nominated for the Board who were not elected in the most recent election, as well as any "at large" candidates willing to serve.

E: Any Trustee may be removed from office by a two-thirds vote of the Board (exclusive of the Trustee being removed) whenever, in the Board's judgment, the best interests of the organization will be served by such removal. This shall not apply to those Trustees appointed by the Florence Historical Foundation.

F. *Any Trustee shall be removed from office after three consecutive, unexcused absences. (Passed at Annual 2012 meeting).*

SECTION IV: OFFICERS, TERMS, DUTIES, FILLING OF VACANCIES

OFFICERS AND TERMS: The officers of the Florentine Players shall be the President, Vice President, Recording Secretary, Treasurer, and Immediate Past President.

1. The President shall be elected to a three (3) year term by the newly elected Board of Trustees. The President may serve up to 2 consecutive terms, if elected by the Board.
 - a. Should the President not be re-elected to the Board, he/she shall continue to complete the current term of office.
 - b. When a new president is to be elected, the Nominating Chair shall call for nominations for the office of President during the month of May, prior to the first meeting of the new Board. Nominees shall be members of the Board. The election shall occur at the first meeting of the newly elected Board.
2. The Vice President shall be elected annually by the Board of Trustees as follows: The Nominating Chair shall call for nominations for the office of Vice President at the first meeting of the new Board. The election shall occur at the next meeting of the Board.
3. The Treasurer of the Florence Historical Foundation shall serve as the official Treasurer of the Florentine Players; however, should the Board of Trustees elect to appoint a Treasurer of the Florentine Players, he/she shall assume all of the duties described herein.
4. The position of Treasurer shall serve as a Trustee as appointed by the President with a two-thirds majority approval of the Florentine Players Board. There shall be no established term for this position. This position shall have voting rights.
(formerly: Two positions, Treasurer and Secretary, shall serve as Trustees as appointed by the President with the approval of the Florentine Players Board. There shall be no established terms for these positions. These positions shall have voting rights.) (amended April 2015)
5. One position, Immediate Past President, shall serve as a voting Trustee, (~~delete: “for no more than 6 years (maximum time for a President”)~~). for no more than one (1) year (~~amended May annual meeting , 2011~~).

DUTIES: The duties of the officers shall be as follows:

1. **President:** He/she shall schedule and conduct board meetings and prepare agendas; guide yearly projects and plans of the Board; draft policy; prepare and monitor yearly budget; and

implement actions/decisions/policies of the Board. He/she shall also serve as Chair of the Nominating Committee.

2. Vice President: The Vice President shall replace the President and perform all duties of that office during the absence or disability of the President.
3. Immediate Past President: The Immediate Past President shall serve on the Board as an active, voting Trustee.
4. Recording Secretary: The Recording Secretary shall attend all meetings of the Board and the general membership and shall preserve in written form minutes of the proceedings of all such meetings. He/she will also handle additional correspondence as requested by the President and/or Board of Trustees, to include mailing and notice of the annual meeting.
5. Treasurer(s): The official Treasurer of the Florentine Players shall be the Treasurer of the Florence Historical Foundation. He/she shall be responsible for the proper accounting of all funds, receipts and disbursements, and the preparation of financial records. The Treasurer shall also collect membership dues. The Treasurer shall maintain a current roster of the membership. He/she shall present a full and complete financial report to the general membership at the annual meeting and to the Board of Trustees at the end of each production. In the event that a Florentine Player Treasurer is appointed, he/she shall assume all duties listed herein and shall properly keep the Foundation Treasurer informed of all actions.

ARTICLE II MEETINGS

SECTION I: GENERAL MEMBERSHIP/MEETINGS

A: An annual meeting of the general membership shall be held each year following the Melodrama for the purpose of electing Trustees and conducting appropriate business brought before the general membership.

B: Notice stating the date, time, and place of the annual meeting shall be made to each member in good standing at least ten (10) days prior to the date of the annual meeting.

C: Special meetings of the membership may be called by the President or by the majority of the Board of Trustees, provided notice of such special meeting is in accordance with Article II, Section I-B, established herein.

SECTION II: BOARD OF TRUSTEES/MEETINGS

A: ANNUAL MEETING: The Board of Trustees shall convene during the month of June for the annual Board organization meeting. The primary purpose shall be the election of officers. There shall be a review of the annual Treasurer's report and other business properly brought before the Board. An item may be properly addressed by the Board of Trustees only if it is included as a legitimate part of the agenda and, as such, has received the President's prior approval. The date of the meeting may be changed by the majority of the newly-elected Board of Trustees.

B: REGULAR MEETINGS: Regular meetings of the Board of Trustees shall be held monthly with the specific date established at each previous meeting. Notice must be given to each Trustee no later than five (5) days prior to the meeting date. A meeting shall be waived if the majority of the Board elects to do so.

C: SPECIAL MEETINGS OF THE BOARD: Special meetings of the Board may be called by the President or by a majority of the Board. Notice must be given to each Trustee, stating the time, date, place, and purpose of such special meeting.

D: QUORUMS: Eight members of the Board of Trustees shall constitute a quorum. There shall be **no** quorum for annual meetings.

E: AGENDAS: Any member may appear before the Board of Trustees at regular or special meetings and request that an item be included on the agenda. Advance notice must be given to the President, and the President must give approval to such action in advance of any meeting.

F: ELIGIBILITY TO VOTE: All members in good standing may vote

ARTICLE III COMMITTEES

SECTION I: STANDING COMMITTEES:

All Florentine Player Board members shall serve as the Chair and/or as an active member of at least one Standing Committee. The President shall appoint the Chair of the following standing committees. All Standing Committees shall be chaired by a Trustee.

- A. NOMINATING COMMITTEE: The President shall act as the Chair of the Nominating Committee.
 1. Regular Nominations for the Board of Trustees: Said committee shall present a slate of nominees listing at least one nominee for each vacant position on the Board. Additional nominations may be made from the floor by members in good standing for 1 year. The slate of nominees shall be made known to the general membership no later than five (5) days prior to the annual meeting.
 2. "Other" Vacancies: One month after the vacancy has been declared open to the Board, said committee shall present to the Board a list of candidates to fulfill a vacancy. The list shall include, in order, all candidates nominated for the Board

who were not elected in the most recent election, as well as any “at large” candidates willing to serve.

3. Said committee will be responsible to establish categories, nominees, and election process for production awards, including the Lifetime Achievement Award.

B. FINANCE COMMITTEE: Chair: Appointed

1. The Board of Trustees shall serve as the Finance Committee. Responsibilities will be to prepare and monitor a budget for general operations and to make recommendations to the Board. Subcommittees will be created for each production to prepare and submit budgets for approval to the Board of Trustees. The Finance Committee will also be responsible for monitoring production budgets as well as the yearly bank balance, the amount of which is to be established by the Florence Historical Foundation.
2. The Finance Committee shall also assume the responsibility for all membership services. Said committee is responsible to prepare, coordinate, and implement a plan for maintenance and recruitment of members.

C. PRODUCTION COMMITTEE: Chair: Appointed

1. Said committee will be responsible for establishing procedures for selection of productions and making recommendations to the Board for approval.
2. Said committee will be responsible for creating subcommittees for each production to address assignments as follows, but not limited to: Director; Stage Manager; Sound, Lighting, Sets, Costumes, Makeup, Kitchen, Awards, etc.

D: ADVERTISING & MARKETING COMMITTEE: Chair: Appointed

1. Said committee will be responsible for preparing, coordinating, and implementing a plan for advertising and marketing for the Florentine Players.
2. Said committee is responsible for appointing and monitoring a subcommittee for each major production.
3. Said committee will be responsible for forming a Newsletter committee to establish a plan, format and timetable for the monthly Newsletter. Newsletter committee will be responsible for the printing and distribution of all mailed general correspondence.

E. MANUAL OF PROCEDURES AND BY-LAWS COMMITTEE: Chair: Appointed

1. Said committee will be responsible for the annual review of the By-Laws.
2. Said committee will be responsible for creating a Manual of Procedures to include procedures for production selections, responsibilities of production staff, etc.

F: FUNDRAISING COMMITTEE: Chair: Appointed

1. Said committee will be responsible for preparing, coordinating, and implementing a play for fundraising for the Florentine Players. (delete: May 2014)

F. CAPITAL IMPROVEMENT FUND: Composition: Florence Historical Foundation: three (3) members, appointed by the Foundation President; one year term, no term limits as long as they are Board members. Florentine Players: three (3) members, appointed by the Florentine Players President; one year term, no term limits as long as they are Board members.

1. Said committee will be responsible to review, approve or deny any financial expenditure of \$500 or more that is first approved by the Board of Trustees of the Florentine Players.
2. Committee is also responsible to implement and oversee the Capital Improvement Fund, and any expenditures of over \$1,000, first approved by the Board and the Finance Committee.

SECTION II: OTHER COMMITTEES:

The President may appoint, with the approval of the Board, any other committees deemed necessary. The Chairperson of these committees need not be a Trustee, but shall be a member in good standing.

ARTICLE IV ABSENTEE BALLOTING

SECTION I: Official absentee ballots shall be made available upon request to all members in good standing for the following elections: A. general election of board members; B. filling of “other vacancies” on the Board; C. election of officers and/or filling of officer positions other than appointed (absentee ballots for “C” shall be restricted to Board of Trustees only).

PROCEDURE: Appropriately completed ballots must be submitted to the Nominating Chair in advance of the stated election. “Submitted” shall be defined as mailed, faxed, or e-mailed as an official attachment AND received. An official ballot must be used. There shall be no exceptions. No verbal or phone ballots shall be accepted.

ARTICLE V
USE OF THE FLORENTINE PLAYER NAME

SECTION I: Any group wishing to perform under the name of the "Florentine Players" must first obtain written permission to do so from the Board of Trustees.

ARTICLE VI
USE OF ROBERT'S RULES

SECTION I:

The use of Robert's Rules of Order shall supersede all rules listed herein, in cases where there are questions regarding appropriate conduct of business.

ARTICLE VII AMENDMENTS

SECTION I:

These By-Laws may be amended by a vote of the majority of the general membership present at a regular or special meeting called for this purpose. All members in good standing shall be notified by mail at least ten (10) days prior to such regular or special meeting.