



# Footlight Players

## Bylaws and Policies

*Revised August 2022*

## Footlight Players Bylaws

The Bylaws will be maintained public on the Footlight Players web page, [www.footlightplayers.com](http://www.footlightplayers.com), and will be updated when policies are amended.

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# 1. Organization

## 1.1

### Overall Organization

The Board of Trustees shall have the responsibility for operation of the theater property. The Board of Officers shall be responsible for choosing and presenting a theater season. These two groups together become the Board of Governors; this board meets to share information.

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## 1.2

### Code of Regulations

#### Article I

##### Meeting of Members

- A. The annual meeting of the members for the election of officers and trustees and for the transaction of other business shall be held at a place designated by the president in Coshocton, Ohio after the last play of the season and in the month of August after the end of the previous fiscal year.
- B. Special meetings may be held at such times and places as may be ordered by the president, or by a call (giving the purpose) signed by at least twenty (20) members. Notice (signed by the president or secretary and giving the purposes) of such annual and special meetings shall be given to each member appearing as such on the books of the corporation, by duly mailing the same to his address ten days prior to the date of such meeting. At such special meetings no business shall be transacted except that stated in the notice.
- C. Quorum: At the Annual Meeting and all special meetings, five (5) percent of all the members shall constitute a quorum for the transactions of business.
- D. Proxies: A member may through a written proxy, authorize another to vote for him in place of that member at all members' meetings, but the person so authorized must himself be a member. Such proxy must be filed with the secretary before the person authorized thereby can vote thereunder.

#### Article II

##### Board of Trustees

The corporate powers and property functions of the corporation, subject to the limitations contained in Ohio's General Code, and the Articles in this document, shall be exercised, conducted and controlled by a board of five (5) trustees, who are members of the corporation. Trustees shall be elected for a term of five (5) years, with one to be elected each year at the annual meeting, thus assuring continuity. Vacancies shall be filled by election of a replacement at a special meeting called for the purpose or at the next succeeding annual meeting, the replacement serving only the completion of the vacated term. The current president and the immediate past president of the corporation shall be non-voting ex-officio members of the Board of Trustees. Trustees may not succeed themselves and are not eligible for re-election until a period of two (2) years has elapsed since the end of

their term. The Trustees shall select a chairperson from their membership to preside at their meetings. The Trustees shall also select from their members a fiscal officer, who will be responsible for all financial matters involving the regular costs, capital improvements and maintenance of property owned by the Footlight Players and for executing all necessary legal forms and requirements.

The Board of Trustees shall appoint a nominating committee at least one (1) month prior to the annual meeting for the purpose of nominating for election at that annual meeting a new trustee and replacement trustees and the complete slate of officers as listed in Article III.

### **Article III (amended August 2, 2022)**

#### **Board of Officers**

Subject to the limitations contained in the Bylaws, business shall be conducted by board members duly elected by the membership at the annual meeting of the corporation. The board will elect officers for President, First Vice President, Second Vice President, Secretary, Treasurer, and Business Manager at their first meeting following the annual meeting in January. Nominees shall be a current member of the corporation in good standing and shall be elected for one (1) year until their successors are elected and qualified. Officers may succeed themselves, with a limit of six consecutive terms imposed upon all board officers, except Treasurer who has unlimited terms. Officers will be eligible for re-election after two years off the board.

### **Article IV**

#### **Duties of the Officers**

##### **A. President**

It shall be the duty of the President to preside at all meetings of members, officers, and The Board of Governors; to sign records there-of; and in general to perform all the duties usually incident to such office.

##### **B. First Vice President**

It shall be the duty of the First Vice President to perform all the duties of the President in case of the latter's absence or disability.

##### **C. Second Vice President**

The duties of the Second Vice President are to perform all the duties of the First Vice President in case of the President's or First Vice President's absence or disability.

The first and second vice presidents will obtain annual board approval for division of the following responsibilities: Play Reading Committee Chair, \*Historian, Co-Treasurer, and Co-Business Manager.

\*The historian gathers a play bill and cast picture for each production and makes provision for organization and storage of play materials.

##### **D. Secretary**

It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the Membership meetings. The Secretary records and reports minutes of the Board of Officers meetings. On the expiration of his term of office, he/she is to deliver all books, papers and property of the corporation to his/her successor or to the president; and in general to perform all the duties usually pertaining to the office.

##### **E. Treasurer**

The Treasurer shall receive and safely keep all funds associated with the activities of the corporation and disburse the same, under the direction of the president. He\she shall keep an accurate account of such funds on a

spreadsheet for that purpose, and hold the same open for inspection and examination by the trustees and officers. He/she shall present abstracts of the same at annual meetings of members or at any special meeting when requested. On the expiration of his/her term the treasurer shall deliver all money and other property of the corporation to his/her successor or to the president. An annual internal financial review will be conducted by one trustee and one officer as selected by their respective boards.

**F. Business Manager**

The Business Manager is to manage the revenue-producing activities of the corporation with the specific function of soliciting and managing the commercial contributors for each season. The Business Manager will also be responsible for the quarterly communication and the electronic version of the same. Duties of the Business Manager include development and maintenance of the Footlight players social media efforts including (but not limited to) the Web page, Facebook, Linked-In, Twitter, Indeed, Constant Contact and other programs or applications as applicable.

**Article V**

Board of Governors

The Board of Governors is an overall policymaking body for the Footlight Players and is composed of the trustees, responsible for the physical facilities and the officers responsible for the theatrical productions. Either the Chairman of the Trustees or the President may convene the board to discuss policy matters. A majority of the eleven (11) members constitutes a quorum for the board, with the President presiding at meetings. Policy decision reached by the Board should be reflected in official action by either the trustees or the officers as applicable. Policy matters include but are not confined to:

- 1.) Major capital expense programs.
- 2.) Expanded use of facility.
- 3.) Public acceptance of presentations.
- 4.) Fund raising programs.
- 5.) Relationship with other organizations.
- 6.) Cost control program.

**Article VI**

Ticket prices are set by the Officers and payable to the Treasurer. Season passes may be purchased for admittance to four regular season shows at the student or adult levels. Season pass ticket holders receive preferential reservation opportunities and will be listed in the playbill for each show.

**B. Membership**

There are five classes of membership in the Footlight Players. Any person may become a member upon paying the required dues at the following levels. All Officers and Trustees must be members.

Category	Benefits
Angel	10 tickets for any production, regular season or special productions
Supporter	8 tickets for productions within the regular season
Contributor	6 tickets for productions within the regular season
Sponsor	4 tickets for productions within the regular season
Patron	4 tickets for productions within the regular season

In addition to tickets as listed above, members shall have preferential reservation opportunities, names listed in playbill, voting rights, and invitations to members-only events. The price difference between each of these levels and the regular cost of individual shows is considered a tax-exempt contribution. Ange, Supporter and Contributor may have two names listed on playbill.

## **Article VII Annual Meeting**

### Order of Business

At the annual meeting, the order of business shall be as follows:

1. Roll call.
2. Reading minutes of previous meeting and acting thereon.
3. Reports of trustees and committees.
4. Financial report or statement.
5. Reports of president or other officers.
6. Unfinished business.
7. Election of trustees and officers.
8. Recognition of Directors.
9. New or miscellaneous business.

This order may be changed by affirmative vote of the majority of members present.

### Meeting Date (added August 2, 2022)

The Annual meeting date shall be the earliest convenient date during the month of January.

## **2. Duties of Officers**

(Amplifying those listed in Article IV)

### **2.1 President.**

- a. Acts as the chief operating officer of the corporation.
- b. Sets the date for the annual meeting or special meetings and sees that proper notice of such meeting is made.
- c. Acts as a non-voting member of the board of trustees.
- d. Makes periodic checks with play directors and producers to ensure compliance with established policies and procedures.
- e. Conducts officers meetings at frequent intervals to permit prompt solution of arising problems.
- f. Makes suggestions to the trustees for changes and improvements in facilities or procedures.
- g. Recognizes Directors from preceding season.

### **2.2 First Vice President**

- a. Acts with the other officers to decide the direction of the cultural activities of the organization.
- b. Acts with the other officers and trustees as a member of the board of governors.
- c. Acts as a back-up to the president should he or she not be available.
- d. Divides responsibilities with second vice president for historian, heading play selection committee, assistant treasurer, or assistant business manager. (as approved by board)

### **2.3 Second Vice President**

- a. Acts with the other officers to decide the direction of the cultural activities of the organization.
- b. Acts with the other officers and the trustees as a member of the Board of Governors.
- c. Acts as a substitute for the President and First Vice-President should they not be available.
- d. Divides responsibilities with first vice president for historian, head of play selection committee, assistant treasurer, or assistant business manager. (as approved by board)

### **2.4 Secretary**

- a. Keep an accurate record of the acts and proceedings of the Membership meetings.
- b. Records and reports minutes of the Board of Officers meetings
- c. Sends written acknowledgements of contributions.

### **2.5 Treasurer.**

- a. Ensures that signature cards are executed for the officer's account. Three signatures will be registered: President, First Vice-President and Treasurer.
- b. Deposit funds from the membership drive into the officers' account.
- c. Writes a check for 80% of the total membership revenue to the building fund and additional checks as

requested by the trustees. Total annual allocation is not to exceed \$20,000 without prior approval of the Board of Governors.

- d. Present an accurate financial report at all meetings
- e. Maintain accurate itemized records of all sources of income and expenses.

## **2.6 Business Manager.**

Develops a program to obtain advertisers for the playbills used for productions.

- a. Consistent with a decision by the Board of Governors as to the type of playbill and advertising needed, to compose a letter to all prospective advertisers explaining type of ads available and costs. The letter must include a form for use by advertisers in answering the letter.
- b. To be responsible for the design and layout of that portion of the playbill used for all plays containing the advertising material.
- c. Keep accurate records of funds received, turning checks over to the Treasurer at the conclusion of the advertising drive.
- d. Correlate projected budgets with actual financial performance, and submit to the officers for approval.
- e. Develop quarterly paper communication and arrange for its mailing to members.
- f. Upload electronic version of the paper communication to applicable social media sites.
- g. Develop and maintain Footlight Players social media sites and web page assuring that information and photos are current.

## **Article VII Removal of Officer (added August 2, 2022)**

An officer may be removed from the board before the annual meeting by a unanimous vote of the remaining officers. Reasons for removal may be, but not limited to:

- 1) Attendance (missing more than half of scheduled board meetings)
- 2) Conviction of a felony
- 3) Gross neglect of duties of their office
- 4) Creating a hostile working relationship with volunteers of Footlight Players, the board or trustees.

## **3. PLAY PRODUCTION STAFF**

(See handbook for detailed information.)

### **3.1 Director**

#### Qualification

Successfully complete a prior production in at least one of the following responsibilities at Triple Locks Theater: Assistant Director, Stage Manager, or Producer.

#### Basic Function

The director has full responsibility that the play he has agreed to direct is effectively produced in the agreed-upon time period. The director reports to the Footlight Players Board and contacts the president of the board for clarification of any issue/question.

### **3.2 Producer**

#### Qualification

Successfully participate in at least one prior production as a member of the cast or crew.

#### Basic Function

The producer reports to the director and assists in any way possible as the casting, rehearsal, and performance unfold. The producer must be familiar with the theater facilities, disaster plan and normal operating rules.

### **3.3 Costumer**

#### Basic Function

Coordinate all costume needs for the production.



### **3.4 Stage Manager**

#### Qualification

Successfully complete a backstage crew position in at least one Coshocton Footlight Players production.

#### Basic Function

The stage manager assures smooth entrances for all players and communicates directly with the light booth operator as needed for a smooth production. The stage manager reports to the director.

### **3.5 Lighting Engineer/Operator**

#### Qualification

Attend training by authorized trainer.

#### Basic Function

The person responsible designs the lighting system for the play and works with producer to arrange for qualified light board operators to be present for all tech rehearsals and performances.

### **3.6 Sound Engineer/Operator**

#### Qualification

Attend training by authorized trainer.

#### Basic Function

The person responsible designs the sound system for the play and works with producer to arrange for qualified sound board operators to be present for all tech rehearsals and performances.

### **3.7 Set Construction Manager**

#### Qualification

Work on set construction at least one prior production.

#### Basic Function

Consult with the director concerning set requirements. Design and construct the set as specified. Coordinate with set decoration crew.

### **3.8 Backstage Crew**

#### **Prop Manager**

Basic Function: Acquire props prior to performances and organize props backstage.

#### **Make-up Artist and Hair Designer**

Basic Function: Work with director to determine desired appearance of actors and apply make-up and hair design to actors as needed prior to each performance, including dress rehearsal.

#### **Running Crew**

Basic Function:

Perform duties as assigned by stage manager.

### **3.9 House Manager**

#### Qualification

Has some familiarity with the Triple Locks Theater

#### Basic Function

Assure convenience and safety of patrons before and during performances. This includes tidying the theater after each performance and overseeing ushers, concession stand, coat check and emergency response procedures as needed.

### **3.10 Box Office Manager**

#### Qualification

Attend training by authorized trainer.

#### Basic Function

Coordinate the activities related to the sale and distribution of tickets for each performance.

### **3.11 Reservation Staff**

#### Qualification

Attend training by authorized trainer.

#### Basic Function

Respond to calls related to the sale of tickets for each performance.

It shall be a responsibility of the Costumer for each play to see that all costumes taken from storage for the play be replaced in the proper place and in good order. If cleaning is needed it is a legitimate charge against the play in question.

## **4. General Policy Statements**

### **4.1 Emergency Response**

All officers, trustees, directors, and producers read the plan and follow the procedures outlined in the Footlight Players Handbook.

### **4.2 Dress Rehearsals**

Footlight Players is listed and approved by the IRS as a charitable foundation 501(c)(3). As such, it is the organization's policy to invite those who may not otherwise be financially able to attend such as residents of income-based housing.

### **4.3 Displays**

It is a custom of the Footlight Players to provide some sort of art exhibit in the green room during the run of a play. In doing so, no display will be taped to the walls or hung by means of nails or picture hooks. The system of movable hooks can be used as can any standing unit, such as a folding screen. Any displays on tables are acceptable.

The advertising of for-profit businesses is prohibited without prior approval of the board.

### **4.4 Costumes and Props**

The president will appoint a costume and props manager to control the supply of costumes, props, and their storage. This appointee is subject to approval by the trustees.

No individual is permitted to borrow costumes or props for any reason. Organizations or schools may obtain permission from the Costume and Props Manager, who will follow lending procedures. Anyone from outside organizations entering the storage area must be accompanied by the Costume and Props Manager or his or her designee.

No costume or props contributions will be placed in storage without agreement by the Costume and Props Manager.

It shall be the responsibility of the Costume Manager- to check out the condition of the storage room after each play has been concluded.

#### **4.5 Theater Rental**

People who wish to rent the theater for a non-profit event need to follow the application process set forth by the Board of Trustees. Decisions regarding use of part or all of the facility shall rest solely with the five regular members of the Board of Trustees who shall act as a committee to determine action on each case.

The needs of The Footlight Players and their various programs have precedence over all other requests, and it shall be the duty of The Footlight Players officers to provide the Board of Trustees with a calendar of indicated time periods which should be blocked out. It will be the duty of the Board of Trustees to contact the director of the current production to determine if there is any time conflict.

#### **4.6 Expenditures**

All Directors will submit a budget to the Board of Directors for review and approval within one month of season approval. All expenditures associated with a show should fall within a line item of the budget. Any expenditures exceeding 10% of the total projected budget need to receive prior Board approval. Footlight Players maintains charge accounts at a number of local businesses. A list of approved stores, whose management was approved of such accounts, is included in the handbook. When signing a charge slip personnel must list the play involved.

All expenditures should be in keeping with the prior approved budget and require prior approval by the Director and/or Producer.

Qualifying cash expenditures with receipt will be reimbursed by the Treasurer. All receipts must be submitted to the Treasurer within two weeks of the close of production with the Reimbursement Form. Receipts submitted after such date, without prior approval, may not be reimbursed, depending on the availability of funds at the time of reimbursement request. Receipts received more than 60 days after the close of the show will not be reimbursed.

#### **4.7 Flowers and Gifts**

Footlight Players president will authorize an expenditure for flowers not to exceed \$50.00 in the case of a serious illness or death of an officer or trustee. The same expenditure may be authorized for other people who have contributed significantly to the organization.

Without such prior authorization, it is expected that a Producer or Director will solicit funds for flowers or gifts from the cast and crew of any production where such an expression is indicated.

#### **4.8 Concession Stand**

A concession stand will be maintained and overseen by the House Manager. Revenue is to be given to the Box Office Manager at the end of each production run.

#### **4.9 Tobacco Use**

Triple Locks Theater is a tobacco-free facility. No tobacco products, including snuff and chewing tobacco are permitted. No smoking, including electronic cigarettes, is permitted in any area of the theater, including the outside steps.

#### **4.10 Publicity**

Individual directors and producers will refrain from mass publicity of their show prior to closing night of the previous production. Prior to such time, all publicity will be generated by the Board. Auditions for a show may not be held until the previous show has been cast.

