

# Pacifica Spindrift Players Bylaws

APPROVED April 14, 2015

AMENDED July 16, 2016

AMENDED August 2, 2016

## I. Article I: Name and Organization

The name of this organization shall be “Pacifica Spindrift Players,” hereinafter called “PSP” or the “Company.” The Company is located at 1050 Crespi Drive, Pacifica, California, 94044. The Company is a nonprofit organization.

## II. Article II: Mission and Values

The Mission of the Pacifica Spindrift Players is to present high quality theatre to Pacifica and its surrounding communities. We offer revivals of traditional plays and musicals, as well as contemporary theatre for the 21<sup>st</sup> century. PSP also provides opportunities for adults and young people to learn the art of live theatre by creating a living classroom through the play production experience.

## III. Article III: Calendar

The fiscal year and the membership year are defined as running from September 1<sup>st</sup> to August 31<sup>st</sup>. The performance season year shall run from August 1<sup>st</sup> to July 31<sup>st</sup>.

## IV. Article IV: Membership

### A. Membership Requirement

Only PSP members in good standing one month prior to the Annual Meeting are eligible to vote in PSP Board elections.

### B. Qualification of Members

Membership in PSP is open to all individuals interested in furthering the purposes of the Company. Anyone can qualify as a member in any of the following ways during the fiscal year:

1. A current PSP season ticket holder.
2. Complete at least 10 hours of work or volunteer service to the theater. For qualifications purposes, participation as cast, crew, or staff in any one show will meet this requirement.

3. Donors or Sponsors who give at least \$100.

## V. Article V: Board of Directors

### A. Responsibilities and Powers

1. The Board of Directors shall function as the governing body of the Company, and shall make and establish such policies as it deems necessary for the efficient and successful operation of the Company.
2. The Board of Directors shall have responsibility for control of all the business, the assets, and management of the Company.
3. The Board of Directors shall elect the individual positions to be filled on the Executive Board, as described in Section D of this Article, by secret or open ballot at the next meeting following the annual membership meeting.
4. The newly elected Board members and current members whose terms of office do not expire on August 31, may vote for the new Executive Board.
5. The Board of Directors shall have the authority hire and terminate all employees, and to make and terminate all PSA contracts. Proposals to hire or terminate an employee may be made by any member of the Board. To pass, such a proposal will require a majority of the entire Board. The California laws and rules of employment and termination of employment shall be followed scrupulously to protect all parties' rights under the law.
6. The Board of Directors is required to create and approve an annual budget for the upcoming season by the October meeting of the Board.
7. No Board Director shall receive any compensation for service on the Board of Directors, except that Board Directors shall have one complimentary admission for themselves to each regular season show.

### B. Conflict of Interest

1. Members of the PSP Board of Directors cannot sit on any other boards with interests that conflict with PSP.
2. Members of the PSP Board must recuse themselves from any vote in which they have a personal interest.

### C. Eligibility

1. Any member having been in good standing at the Annual Meeting at least two months before the Annual Meeting is eligible to hold office as a Board Director.
2. The election of Board Directors shall be at the Annual Meeting by secret ballot, plus absentee ballots (which must be received before the commencement of the Annual Meeting), for those Director seats that are

vacant, or for seats where the incumbent is retiring or whose term of office is expiring.

3. The top vote winners for open positions shall compose the Board.
4. In the event that there are not enough eligible candidates to fill empty seats, the remaining seat(s) will remain empty until the first Board meeting. At that time the incoming board will appoint new members to fill those seats, in accordance with the normal vacancy rules.

#### D. Makeup of the Executive Board

Members of the Board of Directors will be comprised of the following positions:

1. President
2. 1st Vice President: Membership/Volunteers
3. 2nd Vice President: Marketing/Communications
4. 3rd Vice President: Finance
5. 4th Vice President: Sales
6. 5th Vice President: Fundraising
7. Recording Secretary and Parliamentarian

#### E. Term of Office

1. Term of office for elected Board members shall be 3 years, commencing at the Transitional Session.
2. Board members may serve two (2) consecutive terms, following which they must remain off the Board for at least one (1) year.
3. Any vacancy after completion of elections shall be filled by an appointment by the Board of Directors, subject to confirmation by a majority of the entire Board of Directors. The duration any such appointments shall be only until the next election.
4. The Transitional Session of incoming and outgoing board in which the outgoing board will wrap old business and the incoming board will elect their specific positions will take place between the July vote of the membership and the second week of August in lieu of the August Executive Board Meeting. The incoming, outgoing board, and the newly appointed Artistic Chair (to present slate of artistic chair) must be there.
5. There will be a special joint session of both the Executive and Artistic Board between the Transitional Session and the September Executive Board meeting to do long term planning. We suggest an outside facilitator, joint and breakout sessions.

#### F. Removal from Office

1. A member of the Board may be removed from office by a simple majority of the entire Board, plus two.

2. Three consecutive absences from the Board meetings during a single membership year may be considered a reason for removal, at the option of a majority of the entire Board.
3. In the event of the resignation, death, or removal of the President, the rules of succession will apply, as stated in Article V, subsection G. Replacement of any Board Member beside the President will be made by nomination from any current Board Member and approved by a majority vote of the Board. That person will only fulfill the remainder of the current membership year, and will be subject to re-election at the next Annual Membership meeting.

## G. Rules of Succession and Replacement

1. The Vice President: Membership/Volunteers will succeed to President if for any reason the President is unable to continue in office, and will fulfill the remainder of the President's term.
2. In the event that the Vice President: Membership/Volunteers cannot succeed the President, the order of succession shall be as follows: Vice President: Marketing/Communications, followed by the Vice President: Finance, followed by the Vice President: Sales, followed by the Vice President: Fundraising, followed by the Recording Secretary and Parliamentarian.

## H. Duties of PSP Officers/Board Members

1. All:
  - a) Serve as a Producer for one (1) show in the season. Producer's responsibilities will include handling staff contracts, creating & managing the show's budget, submitting expenses, submitting for stipends, and assisting in marketing the show.
  - b) Maintain artifacts and documentation for their position.
2. President:
  - a) Shall preside over all meetings of the Board of Directors and the Annual Meeting; shall have general active management of the Company; and shall see that all orders and resolutions of the Board of Directors are carried into effect.
  - b) Shall appoint the heads of such committees as are necessary to further the business of the Company and shall be an ex-officio member of all standing committees, subject to the approval of the Board.
  - c) The President or VP of Finance shall be required to sign all of PSP's checks for payment of debt or stipends owed.
  - d) Shall oversee the Artistic Board.

- e) May appoint assistants as necessary with approval of the Board of Directors.
3. Vice President: Membership/Volunteers
- a) Shall be the first in line to take over for the President in the event of absence or inability of the President to perform the duties of President.
  - b) Shall assist the President in the performance of the President's duties and carry out such general and specific responsibilities the President may assign.
  - c) Will maintain all membership records, volunteer lists, and insure that there are volunteers to work on each production for ushering and hospitality and Front of House at all PSP performances, as well as all other PSP events.
  - d) Will maintain the hospitality supplies, and insure that supplies for each production are available, and in good order, ready to be sold.
  - e) Will supervise each Gala for the season, ordering all necessary refreshments, and securing volunteers to work the Gala as necessary.
  - f) May appoint assistants as necessary with approval of the Board of Directors.
4. Vice President: Marketing/Communications
- a) Shall be in charge of the various designers of show programs, and publicity (such as flyers, postcards, ads in the Tribune, etc.).
  - b) Shall publicize all PSP events, including, but not limited to, all scheduled plays, fundraisers, and special events.
  - c) Will work with the Vice President: Sales and Vice President: Fundraising to develop larger audiences, sell season tickets, and publicize all PSP events, including all scheduled plays, fundraisers, and special events.
  - d) Will work with the webmaster to keep the PSP web site up-to-date.
  - e) Shall ensure that notices are sent to members in accordance with Article VII.
  - f) May appoint assistants as necessary with approval of the Board of Directors.
5. Vice President: Finance
- a) Shall receive and deposit all funds of the Company in such banks or financial institutions as the Board of Directors may authorize.
  - b) Shall be charged with overseeing all financial responsibilities of the Company, including but not limited to, box office proceeds, creating budgets, and preparing and/or providing information for income tax filing and assuring tax returns are submitted yearly or otherwise as required by law. In order to fulfill these obligations,

the Vice President: Finance shall work with a bookkeeper hired by the Board.

- c) Along with the president, shall be able to sign all checks and will distribute the funds of the Company as ordered by the Board.
- d) Shall prepare and provide copies of a monthly written statement of the Company's financial condition to the Board of Directors at each of the monthly Board meetings. The Vice President: Finance will also provide an annual report of the Company's financial status to the membership at the Annual Meeting.
- e) Will be required to provide all pertinent financial information to an outside auditor for an annual review each October, which shall be reported back to the Board at the November board meeting.
- f) May appoint assistants as necessary with approval of the Board of Directors.

#### 6. Vice President: Sales

- a) Shall develop larger audiences and a larger base of season ticket subscribers.
- b) Shall work with the Vice President: Marketing/Communications to oversee the publicizing of all PSP shows.
- c) Shall work with VP of Finance to produce sales reports and projections
- d) Shall coordinate and monitor advertising sales (program, lobby, etc).
- e) Shall oversee the Box Office Manager.
- f) Shall maintain a list of season ticket holders and coordinate with the Vice President: Membership/Volunteers to keep the member list in sync and up to date.
- g) May appoint assistants as necessary with approval of the Board of Directors.

#### 7. Vice President: Fundraising

- a) Shall develop and implement a fundraising plan.
- b) Shall develop sponsors and donors, and maintain that list.
- c) Shall work with the Vice President: Marketing/Communications to oversee the publicizing of all PSP fundraising events
- d) Shall provide the VP Marketing & Communications with updates of fundraising projects, plans and progress
- e) Shall develop and implement a grant-writing plan.
- f) May appoint assistants as necessary with approval of the Board of Directors.

#### 8. Recording Secretary/Parliamentarian

- a) Shall keep a record of all the proceedings of the Board of Directors, all membership meetings, and the Annual Meeting.

- b) Shall receive, and manage all communications for the Board of Directors.
- c) Shall have custody of the Company's records and archives.
- d) Shall send out notice to the Board of Directors of its meetings, and shall prepare the Board's minutes for approval.
- e) Shall keep records of the entire membership, and shall make available to the whole membership the most recent approved minutes from the PSP Board meetings.
- f) Shall know and enforce the use of Robert's Rules of Order during the Board meetings.
- g) Shall oversee the PSP historian.
- h) May appoint assistants as necessary, with approval of the Board.

## VI. Article VI: Administration and Committees

### A. Advisors and Committee Heads:

1. Advisors to the Board may be recommended for appointment by any Board Director, subject to the approval of the Board of Directors, for a term of one year commencing each September 1<sup>st</sup>.
2. The Board of Directors shall form the committees they deem necessary.

### B. Standing Committees:

1. The Board of Directors shall determine the number, names, duties and authority of standing committees.
2. Each standing committee shall report to a designated member of the Board.
3. The President, shall appoint the chairs of all standing committees, subject to the approval by the Board.
4. The term of office of a Standing Committee Chair shall be until the next Annual Election.
5. Once appointed, a Standing Committee Chair can be removed before the end of the term of office only by a majority vote of the Board of Directors.
6. The Standing Committee Chairs shall recommend Standing Committee members for approval by the Board.
7. A member may be appointed to more than one committee only with the member's permission.
8. Members can serve on no more than two Standing Committees at one time, absent special permission from the Board.

### C. Special Committees:

1. The Board of Directors may create Special Committees for specific purposes.

2. When a Special Committee is created, an announcement shall be made at the next Board meeting of the creation of the committee, its chair, its duties and its authority.
3. Special committees shall automatically dissolve upon completion of their assignment, or one year after their creation, whichever occurs first.
4. Each Special Committee shall report to a designated member of the Board.

## VII. Article VII: Meetings of the Organization

### A. The Annual Membership Meeting:

1. Regular meetings of the membership shall be held on an annual basis at a meeting, hereafter referred to as the "Annual Meeting."
2. PSP members must be in good standing for at least one (1) month prior to the Annual Meeting to vote in Board elections and otherwise participate in the Annual Meeting.
3. The Annual Meeting shall be held in July, after the Board meeting but before July 31<sup>st</sup> for the purpose of electing Board members for the next fiscal year, to replace those whose terms are completed, and to conduct any other business deemed important.
4. Voting for the Board of Directors will be by secret ballot/absentee ballots. Absentee ballots must be in writing and received before the start of the membership meeting.
5. Online voting shall constitute an absentee ballot. Online voting will be available at least twenty (20) days in advance of the Annual Meeting.
6. The location and date of the membership meetings will be determined by the Board of Directors.
7. Notice of the date and location of the meetings shall be emailed to every member two (2) months in advance, with a reminder and ballot sent at least twenty (20) days in advance of the Annual Meeting. The reminder notice shall also be sent to any who have qualified since the 2-month notice was sent out.
8. Those members present at the meeting shall constitute a quorum.
9. Actions at the Annual Meeting, other than voting for Board of Directors or amending the Bylaws, will require a simple majority vote of those present to pass.
10. Each member may cast one (1) vote.
11. The Board of Directors or the President may call additional membership meetings, with notice given to all members not less than twenty (20) days before such additional meeting(s), if any.



## B. Board Meetings:

1. The Board of Directors shall meet once per month, generally on the third Tuesday of the month. There shall be at least five (5) days notice of the time and place of the meeting.
2. Exceptions to the third Tuesday meeting time include tech weeks for PSP's productions. Meeting dates and times will be adjusted at the beginning of each season, once tech weeks are set for the season's shows.
3. A quorum of the Board of Directors shall consist of a simple majority plus one of the Board Directors, all Board Directors having been duly notified of the meeting date, location, and time.
4. Board meeting shall follow Robert's Rules of Order.
5. Each Board Director is entitled to one (1) vote.
6. An absent Director may send his/her proxy to the Board meeting with another Board Director.
7. Proxies must be written and signed by the absent Board Director. Electronic proxies are acceptable.
8. Emergency or special meetings may be called by any 3 Board members with notice given to all Board members not less than five (5) days beforehand.
9. All Board meeting are open to all members, with the exception of closed sessions necessary for the Board to deal with sensitive matters.

## VIII. Article VIII: Amendments

- A. These Bylaws may either be amended by the Board of Directors or initiated by a petition signed by members of the organization.
- B. Amendments by the Board may be made by a simple majority vote plus one. Board Directors who intend to amend the Bylaws must deliver a copy of the proposed amendment to the entire Board with sufficient time to review before the Board Meeting at which the amendment will be voted on. Amendments by the Board may be made at any time throughout the year.
- C. Amendments by the Membership may be made once a year at the Annual Meeting. Amendments by the Membership can be initiated only with a petition signed by at least ten (10) voting members of the organization. The proposed Bylaws amendments must be delivered to the Recording Secretary/Parliamentarian in time to be sent out with the one-month notification of the Annual meeting. Those amendments shall be voted on at that membership meeting and be adopted if approved by two thirds (~66.7%) of the voting members.

- D. The Board of Directors may, by simple majority vote, adopt, and amend such rules and regulations – other than the Bylaws – as it sees fit, consistent with these Bylaws, for the conduct of its meetings and the management of the business of the Company, with sufficient time for discussion of each amendment.

## IX. Article IX: Election Procedures

### A. Eligibility:

Any member in good standing at least forty-five (45) days before the election is eligible to run for office to serve on the Board of Directors.

### B. Process:

1. To run for office, a member must fill out an “Intent to Run” form, which includes a short statement of qualifications and reasons for running.
2. The Intent to Run form shall be turned into the Secretary at least forty-five (45) days in advance of the general membership meeting and included in a newsletter to the entire membership. This election newsletter must be sent out no later than twenty (20) days before the election.
3. The Secretary will include in the newsletter all the statements of each person who is running for office so that the general membership will be informed about those members who are running for office.
4. A secret ballot vote will be held at the Annual Meeting once each year as described in VII.A.
5. Those receiving the most votes will be those elected to fill the number of Board members to be replaced. The top vote winners shall be awarded the normal full three (3) year terms as available. If there are partial terms to fill, the next highest vote winner shall be awarded the longest available partial term, and so on in this manner until all partial terms are filled.