

**BY-LAWS OF  
THE WALPOLE FOOTLIGHTERS, INC.**

**ARTICLE I**

Section 1 - Name. The name of the Corporation shall be The Walpole Footlighters, Inc.

Section 2 - Location. The principal office of the Corporation shall be located at Walpole, in the Commonwealth of Massachusetts.

Section 3 - Seal. The corporate seal of the Corporation shall consist of two concentric circles, between which shall be the name of the Corporation, followed by the word "Mass." and in the center shall be inscribed the year of its incorporation and the words "Corporate Seal". The form of the seal may be changed by the Board of Directors at their pleasure.

Section 4 - Purpose. The purpose of the Club is:

(1) To increase public interest and appreciation in the dramatic arts especially by promoting community amateur participation in such arts and to promote other literary and educational activities relating to such arts, provided, however that (a) no substantial part of the net earnings or assets of this corporation may inure to the benefit of private corporate members or individuals, (b) no substantial part of the activities of this Corporation shall be the influencing of legislation by propaganda or otherwise, and (c) the Corporation shall not participate or intervene in any political campaign or on behalf of any candidate for public office;

(2) To hold, manage, invest, sell, mortgage, lease or buy any real or personal property, tangible or intangible, as may be necessary or incidental to carrying out the purposes herein above set forth in paragraph 1;

(3) To receive bequests, devises and gifts of real and personal property, tangible and intangible, to be held for and used exclusively for the literary and educational purposes hereinabove set forth in paragraph 1;

(4) Upon dissolution, to transfer all assets only to such corporations, trusts or organizations as may be at the time of dissolution qualified as exempt from Federal income taxes under the Federal income tax laws then in effect.

Section 5- Fiscal Year-The fiscal year of the Club shall begin on the first day in June and shall terminate on the thirty-first day of May.

## **ARTICLE II** Government

Section 1 - Officers. The Officers of the Club shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be members of the Board of Directors. The Board of Directors shall consist of no more than fifteen members. Board positions may be added or deleted as the membership sees fit. These changes may be done only at the annual meeting. All officers and members of the Board of Directors shall hold offices for one year or until their successors are elected. There is no limit to the number of terms that an individual may serve as an officer or member of the Board of Directors. All officers and members of the Board of Directors shall serve without compensation.

### Section 2 – Elections and the Nominating Committee.

The Nominating Committee shall meet prior to the Annual Meeting each year to select the proposed slate of the Board of Directors for the following year. The committee shall consist of the following persons:

1. President in a non-voting capacity
2. The Board Member-at-Large or representative appointed as necessary to be Chairman of the Nominating Committee.
3. Four Club members in good standing who are not members of the Board of Directors, to be appointed by the Chairman of the Nominating Committee.

The Nominating committee shall present the slate to those members present at the Annual Meeting. Once the slate has been proposed, the floor will be open to receive any additional nominations. If more than one member is nominated for any position on the slate, a secret ballot shall be held to determine the member whose name shall appear on the slate. If no additional nominations are made or accepted, the Secretary shall cast one vote for the proposed slate of Officers and Board of Directors, and the slate shall be adopted. The Member-at-Large shall not at any time be listed on the slate. Once the new slate has been adopted, the President shall accept nominations from the floor for the position of Member-at-Large. If only one person is nominated for the position, their election will be by a voice vote. If there is more than one person nominated for the position, election shall be by a secret ballot of those members present at the Annual Meeting.

## **ARTICLE III** Duties and Powers of the Officers

Section 1 - President. The President shall be the chief executive officer of the Club. He/she shall preside at all meetings of the members and of the Board of Directors at which he/she may be present. He/she shall sign such instruments as the Board of Directors may direct and shall perform such other duties as the Board may prescribe or as may be imposed by law. The President shall be an ex-officio member of the Board of Directors for one year following the term as president.

Section 2 - Vice President. The Vice President shall perform the duties of the President in his/her absence or disability.

Section 3 - Treasurer. The Treasurer shall have general charge of the financial affairs of the Club subject to the supervision and control of the Board of Directors with authority in the name and on behalf of the Club to collect all fees, dues and other accounts due to the Club; to pay all bills on such approval as may be directed by the Board of Directors and to borrow money upon the vote of the Board of Directors, and to execute and deliver the Club's notes or other evidences of indebtedness therefore; he/she shall have authority in the name and on behalf of the Club to sign and affix the corporate seal where necessary to deeds, contracts, bonds, agreements, and other documents; he/she shall keep all funds in banks in the name of the Club; he/she shall keep regular books of account and render a statement of the accounts of the Club whenever requested to do so by the Board of Directors and at each Annual Meeting. The Treasurer shall have custody of all the financial records and documents and the Seal of the Club.

The Treasurer may serve as Assistant Treasurer for one year following his/her term as Treasurer. He/she will not attend meetings of the Board of Directors unless the Board of Directors or the Treasurer requests his/her presence.

Section 4 - Secretary. The Secretary shall be a resident of Massachusetts and shall be sworn to the faithful performance of his/her duties. He/she shall attend all meetings of the members and of the Board of Directors and keep a detailed record of all votes and business transacted there in a book to be kept for that purpose and of which he/she shall have custody, but which shall be at all times open to inspection by any member of the Board of Directors. He/she shall conduct the correspondence of the Club and shall give notice of all meetings of the members and of the Board of Directors. He/she shall perform such other duties as the Board of Directors may prescribe or as may be imposed by law.

In case of absence or disability of the Secretary, the Board of Directors may appoint a Temporary Secretary.

Section 5 - Board of Directors. The Board of Directors shall control and manage all affairs, property, and expenditures of the Club and may exercise all the powers of the Club except such as are expressly reserved to the members by law or by the Agreement of Association or by these by-laws. They shall prescribe the rates and condition of miscellaneous income; they shall appoint all committees necessary for conducting the affairs of the Club.

**ARTICLE IV**  
Meetings of the Board of Directors

Section 1-Meetings. The Board of Directors shall hold regular meetings from September to June and such other meetings as may be necessary. Meetings of the Board of Directors may be held at such places within or without the Commonwealth of Massachusetts as may be designated. Any two members of the Board of Directors may request the President to call a special meeting of the Board of Directors at any time. All other special meetings of the Board shall be called by order of the President.

Section 2 - Notices. Notice of all regular and special meetings of the Board of Directors shall be given by the Secretary to each member of the Board as hereinafter provided, except when notice is waived. Notices may be given orally or in writing. Notices mailed to a member of the Board at the usual or last known place of business or residence at least forty-eight hours before the time of the meeting shall be sufficient notice in any event. Any meetings shall be legal without notice when all the members of the Board are present or waive notice either before or after the meeting in writing, filed with the records of the meeting.

Section 3 - Quorum. A majority of the members of the Board of Directors shall be necessary at any meeting for a quorum for the transaction of business, but less than a quorum may vote to adjourn.

**ARTICLE V**  
Membership and Dues

Section 1 - Members. Membership is open to anyone over 18 years of age interested in joining the organization. Anyone who is cast in a performing role in any production and who is at least 18 years old is required to become a member. The Secretary shall solicit and collect dues from all members, current and new.

Section 2 - Annual Dues. Annual dues shall be established by vote of the Board of Directors and announced at the Annual Meeting.

Section 3 -Ticket Policy. Individuals (cast members, backstage & technical staff) who work on a production shall be entitled to one (1) complimentary ticket, (subject to availability) for that production. Life Members shall be entitled to a complimentary ticket to all productions. Life Memberships and Life Membership tickets are not transferable.

**ARTICLE VI**  
Meetings of the Members

Section 1 - Annual Meeting. The Annual Meeting of the members shall be held in the month of June in each year. If for any reason, the Annual Meeting shall not be held as herein provided, the President shall order a special meeting of the members to be called in lieu of and for the purposes of the Annual Meeting.

At the Annual Meeting the order of business shall be:

1. Reading of minutes (general meeting and/or board, if requested)
2. Reports of Officers and Committees
3. Any old business
4. Election of Officers
5. Any new business

Section 2 - Special Meetings. The Secretary shall call special meetings of the members if ordered to do so by the Board of Directors or upon the written request of any fifteen members.

Section 3 - Notice. Written or printed notice of any meeting of members shall be sent by the Secretary to all members by mailing the same, postage prepaid, at least seven days prior to the meeting, addressed to members at their respective addresses as recorded upon the books of the Club. Such notice shall state the place, day, and hour of the meeting and the purpose or purposes of which it is called. In the absence or disability of the Secretary, notice as provided for in this Article may be sent out by any such officer as may be designated by the Board of Directors.

Section 4 - Quorum. Twenty percent of the current membership shall constitute a quorum at any meeting of the members. If there is less than a quorum at a meeting, the members present must adjourn to a later date. Any business may be transacted at such a reconvened meeting that might have been transacted at the meeting originally called.

Section 5 - Voting. Each member in good standing shall have one vote. The vote of a majority of the members present at any meeting is required for action at such meeting.

**ARTICLE VII**  
Indebtedness to the Club

Section 1. All financial obligations to the Club must be paid within thirty days of the due date. The Board of Directors may take action upon the remission or suspension of the indebtedness according to the merits of each case and shall have the right to suspend or require forfeiture of membership of any member who does not meet his indebtedness to the Club.

## **ARTICLE VIII**

### Resignations and Forfeiture of Membership

Section 1 - Resignations. A member of the Club may resign at any time, verbally or in writing. When such a resignation is recorded by the Secretary, the privileges and obligations in the Club of said resigning member shall cease.

Section 2 - Forfeiture of Membership. The Board of Directors may at any time and with 30 days notice, for due cause, terminate the membership of any member of the club. Prior to the Board of Directors' vote on termination of membership, the member will be given the opportunity to appear before and/or submit a written statement to the Board of Directors.

## **ARTICLE IX**

### Amendments and Interpretations

Section 1 - Amendments. At the discretion of the Board of Directors, these by-laws may, from time to time be reviewed for the purpose of being kept up to date. These by-laws may be amended or rescinded in one of two ways: (a) by vote of two-thirds of the members present at a general meeting where there is a quorum, or (b) by ballots mailed to members with completed ballots received by the Secretary no later than fifteen (15) days after mailing.

For a vote to be official under (b), a quorum of member responses must be received no later than the deadline stipulated on the ballots.

Affirmative vote of two-thirds of ballots received that meet a quorum would be necessary to make any by-laws changes.

Notice of the proposed amendments or rescissions must be sent to each member at least fifteen (15) days prior to the meeting.

Section 2 - Interpretation. The Board of Directors shall decide all questions of interpretation of these by-laws.

Amended June 1, 1989

Amended 1992

Amended September, 2000