

**BYLAWS
TOWN AND COUNTRY PLAYERS**

NOTE: Where the term "Majority" is used, it is meant to be a simple majority, unless otherwise stated.

**ARTICLE I
Name**

Section 1. The name of the corporation is "Town and Country Players." The business address is Post Office Box 323, Doylestown, PA 18901.

Section 2. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 1140-B York Road, Warminster, PA 18974 until otherwise established by a vote of a majority of the [Board of Directors](#) in office (the "[Board](#)"), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the article of incorporation.

**ARTICLE II
Purpose**

Section 1. The purposes of this organization are: to read, promote and produce plays, not for profit, but for the enjoyment of the members and the entertainment of the community; to enlarge the public interest in theater; to acquire and to hold a clubhouse, or theater, and all such property and paraphernalia as may be deemed useful; and, generally, to do all lawful things in the furtherance of the aforesaid general purposes.

Section 2. Upon dissolution of this organization, the net assets shall be distributed in whole or in various lots to whatever other nonprofit organization(s), which organization(s) is/are tax exempt under Section 501(c)(3) of the Internal Revenue Code, best further the above general purposes in the Central Bucks County area, in the opinion of the majority of the members at the time of the dissolution, providing only that no member may profit in any way from such transfer. This process should be completed within one year.

**ARTICLE III
Members**

Section 1. Any individual applying for a new membership must submit his/her name through the [Vice President of Membership](#) to the [Board](#). Such individual will be admitted to the organization upon payment of the annual dues and subsequent approval by the [Board](#). Any individual

applying for a lapsed membership of over two (2) years may also be subject to review and approval by the [Board](#). Accepted applicants 18 years of age and older at the end of the current season will be considered Full Members, hereafter referred to as "Members". Accepted applicants younger than 18 years of age and in grades 7th-12th or an equivalent thereof will be considered Junior Members. Junior Members will receive rights and responsibilities as described in the [Junior Member Charter](#), which is to be updated and maintained by the [Board](#).

Section 2. The membership year shall coincide with the calendar year. The annual dues for Members and Junior Members to retain their membership and voting rights shall be established by the [Board](#). Any proposed changes to the dues require approval by the membership by majority vote. Dues shall be payable at the beginning of each calendar year.

Section 3. Members must have paid their annual dues and be in good standing at least 30 days prior to voting for the following years play slate and/or voting in Board elections.

Section 4. Persons applying for a new membership on or after August 1 shall only be required to pay one-half (1/2) of the current annual dues.

Section 5. If at any time, the condition of the finances of the organization is such as to warrant it, the [Board](#) may, with the approval of two-thirds of the members present at any meeting, levy an assessment on all the members. The members must receive ten (10) days advance notice in writing that such a proposal is to be presented at the meeting.

Section 6. All members are entitled to the rights and privileges as set forth in the "[Members Privileges/Responsibilities](#)" document, which shall be updated and maintained by the [Board](#). Conversely, all members are responsible for fulfilling any and all obligations and responsibilities found in the same document. All members shall be expected to represent the Town and Country Players in a positive manner and follow the policies and procedures set forth in our [Code of Conduct](#) and [Policies and Procedures Manual](#). Members who fail to do so may be subject to removal from the organization.

ARTICLE IV

Officers

Section 1. The elected officers of this organization shall be a [President](#), [Executive Vice President](#), [Vice President of Membership](#), [Vice President of Buildings and Grounds](#), (2) [Vice Presidents of Marketing/Publicity](#), [Vice President of Hospitality](#), [Vice President of Fundraising](#), [Secretary](#), [Treasurer](#), [Vice President of Productions](#), [Vice President of Technical Operations](#) and [Vice President of Youth Outreach](#).

Section 2. A Nomination Committee, consisting of a Chairperson and two other members shall be appointed by the [Board](#) prior to August 1st. The Nominating Committee, whenever possible, shall submit no fewer than two candidates for each office from among the membership. A copy of the complete list of nominees submitted by the Nominating Committee shall be sent by the [Secretary](#) to all members not less than thirteen (13) days prior to the September meeting, at which meeting the selection of officers shall be held. Nominations from the floor may be made and shall be called for by the Chairperson of the Nominating Committee at the election meeting. A minimum slate of candidates shall be considered to be at least one candidate each for the positions of [President](#), [Treasurer](#), [Secretary](#), and any two (2) other positions. In the event this minimum slate cannot be formed, nominating committee shall notify the present [Board](#), and they shall then call a special membership meeting for the purpose of forming the minimum [Board](#).

Section 3. The officers shall be elected by ballot to serve for one (1) year, with the exception of [Vice Presidents of Publicity](#) and [Treasurer](#), who shall serve for two (2) years. [Vice Presidents of Publicity](#) shall each be elected in alternate years so that they will serve overlapping two (2) year terms. The terms for officers begins on January 1 following the election.

Section 4. [Board](#) members are expected to attend all [Board](#) meetings unless excused. If a [Board](#) member misses three (3) meetings, he/she shall be considered to have vacated that position at the discretion of the [Board](#). Another criteria for continuance in office is the performance of those duties, including but not limited to those delineated in Article IV, Section 8. If a motion is made to dismiss a [Board](#) member, a special [Board](#) session shall be convened to discuss the dismissal, with the [Board](#) member in question present, if possible. After the discussion, a vote shall be taken. If a simple majority votes for dismissal, the position shall be considered vacated, and the provision of Article IV, Section 5 shall apply. [Board](#) members are required to be fully paid members for their entire term of office.

Section 5. Any vacancies in these offices, excepting the office of [President](#), may be filled by appointment of the [Board](#). The office of [President](#) must be filled by special election called by the [Board](#), and run in accordance with the above sections of this article, excepting any applicable month shall be substituted for the months noted. The term for appointed officers ends on December 31 of the year that the term would normally have ended.

Section 6. No member shall hold more than one position as an elected officer.

Section 7. Each officer is entitled to and is encouraged to appoint such chairpersons and subcommittees, directors or secretaries, as he/she may feel necessary to the proper discharge of his/her responsibilities. However, each officer shall be responsible to the [President](#) and the [Board](#) for the actions of his appointees.

Section 8. The elected officers of the organization shall perform the duties prescribed by the parliamentary authority and by these Bylaws including, but not necessarily limited to, the following:

A. President

1. Preside at all meetings of the organization and have primary responsibility for the proper operation of the organization in accordance with the Bylaws.
2. Coordinate the activities of all officers and committees.
3. Make all appointments required by these Bylaws with the approval of the [Board](#).
4. In the absence or disability of the [Treasurer](#), the President shall have the authority to sign checks and perform other bank related activities.
5. Serve as a member of the annual budget committee.
6. Supervise and act as liaison with House Manager and Costume Mistress/Master.
7. Act as the liaison to the public on all official and social affairs regarding Town and Country Players.
8. Upon relinquishing the position of President, he/she becomes a member of the board for one year as the Immediate Past-President, and is encouraged to advise and mentor the incoming President.

B. Executive Vice President

1. Serve as a member of the annual budget committee, to establish for the entire organization a budget including expenditures for all offices and standing committees. Said budget shall be presented to the Board for approval at the January [Board](#) meeting.
2. Be responsible for printing and selling tickets, and box office management.
3. Maintain a Patron and Season Ticket Holder list.
4. Prepare and submit to the [Treasurer](#) an annual budget proposal.
5. Preside over Membership and [Board](#) meetings if President is not present.

C. Vice President of Membership

1. Maintain membership records and a master membership contact list.
2. Collect annual membership dues.
3. Submit membership applications to the [Board](#) for approval.
4. Coordinate the Volunteers needed for house management (Parkers, Ushers, Rafflees).
5. Prepare and submit to the [Treasurer](#) an annual budget proposal.

D. Vice President of Buildings and Grounds

1. Be responsible for the maintenance and improvements of the physical plant and grounds.
2. Appoint and direct a committee to maintain and improve the organization's physical plant and grounds.
3. Prepare and submit to the [Treasurer](#) an annual budget proposal.

E. Vice President of Marketing/Publicity (2)

1. Perform all duties required for public relations and publicity for all productions and newsworthy items regarding the theater.
2. Solicit and collect monies in connection with production advertisements.
3. Prepare and submit to the [Treasurer](#) an annual budget proposal.
4. Coordinate with the Webmaster to make sure that the website is kept up to date.

F. Vice President of Hospitality

1. Arrange for and supervise all social functions of the organization.
2. Be responsible for maintaining a stock of all housekeeping and intermission supplies.
3. Prepare and submit to the [Treasurer](#) an annual budget proposal.

G. Secretary

1. Record and maintain records of minutes of all meetings.
2. Distribute Board meeting minutes to the Board prior to next Board meeting.
3. Distribute to the membership all membership meeting minutes, notices of meetings, auditions and other events as directed by the [Board](#).
4. Prepare and distribute a newsletter to the membership.
5. Prepare and submit to the [Treasurer](#) an annual budget proposal.
6. Maintain the original versions of the Bylaws and Policies Manual, and update as policy matters are changed by the Board and at Membership Meetings. Provide all updates to T&C Website.
7. Serve as Parliamentarian at Board and membership meetings, responsible for adherence to all policies applicable to the conduct of the meetings (Article IX).

H. Treasurer

1. Maintain all financial records of the organization.
2. Sign checks for the disbursement of funds. (In the absence or disability of the Treasurer, the [President](#) shall have authority to sign checks and perform other bank related activities).

3. Report the state of the funds to the [Board](#) and membership at each meeting thereof - or more often as required.
4. Submit a balance sheet kept on a cash basis at the end of each [fiscal year](#). Said balance sheet, together with all records, shall be submitted to the [Board](#) for audit. Said audit shall take place within the first month of each [fiscal year](#).
5. Serve as a member of the annual budget committee.
6. Prepare an annual budget proposal.
7. Outgoing [Treasurer](#) will mentor incoming [Treasurer](#) until March 1st of the next year and is responsible for the final tax return of their term, and for overseeing a smooth transition to new [Treasurer](#).
8. Oversee and manage insurance policies.

I. Vice President of Productions

1. Be responsible for overseeing all season productions.
2. Serve as liaison to play selection committee(s).
3. Serve as a member of the annual budget committee.
4. Be responsible for any special productions approved by the [Board](#) for which admission is to be charged elsewhere as deemed appropriate by the Board and in the best interest of the group.
5. Submit to the Board for approval resumes of directors requesting to become qualified directors at T&C.
6. Bring recommendations of directors or conditional directors for next seasons' shows to the Board for approval.
7. Prepare and submit to the [Treasurer](#) an annual budget proposal
8. Assist in selection of the personnel (Producer, Assistant Director, Stage Manager, Technicians, etc.) as required for each production, coordinate their efforts, and supervise the mechanics of the productions.

J. Vice President of Technical Operations

1. Be responsible for maintenance, repair and purchasing of all technical equipment.
2. Be responsible for training of all technical personnel on usage of technical equipment.
3. Advise and assist in selection of the technical personnel (Technical Director, Lighting Designer, Sound Designer, etc.) as required for each production.
4. Be responsible for and oversee the Technical Committee.
5. Prepare and submit to the [Treasurer](#) an annual budget proposal.

K. Vice President of Fundraising

1. Organize and coordinate the fundraising efforts of the T&C Players, which may include applying for grants, conducting an Annual Appeal Letter, and any other duties that would be deemed "Fundraising."
2. Organize and oversee the Fundraising Committee.
3. Coordinate and serve as liaison to the Board for any outside group seeking to rent our space.
4. Solicit companies and organizations to hold fundraising (benefit) shows of our scheduled slate of plays during the production season. Coordinate all logistical aspects of each benefit performance.
5. Prepare and submit to the [Treasurer](#) an annual budget proposal.

L. Vice President of Youth Outreach

1. Coordinate the marketing and staffing of the Summer Acting Workshops and any workshops for students/children.
2. Assist in the recruitment of Junior Members.
3. Serve as liaison between the Town and Country Players, the community, and local school districts to promote student involvement with the theater.
4. Supervise and coordinate any Junior Member meetings or activities.
5. Be responsible for and oversee the creation and organization of any scholarship committees.
6. Prepare and submit to the [Treasurer](#) an annual budget proposal.

ARTICLE V Meetings

Section 1. Membership meetings will be held at the discretion of the [President](#), or the [Board](#) in the [President](#)'s absence. Notification as to the time and place of the meetings is the responsibility of the [President](#) or [Secretary](#).

Section 2. A quorum at membership meetings of the organization shall be twenty (20) members, or one-third (1/3) of the active members, whichever is less.

Section 3. Members of Town and Country Players will be allowed to apply for absentee ballots for the purpose of voting for officers and plays. Request for absentee ballots will be made to the [VP of Membership](#) of the organization or his designate and must be returned to the [VP of Membership](#) prior to the meeting at which the elections are held.

ARTICLE VI Board

Section 1. The [Board](#) shall consist of the elected officers and the immediate Past President. All members shall be entitled to one vote, excepting the [President](#), or in the [President's](#) absence the acting chairperson, who shall have one vote in order to break a tie.

Section 2. The [Board](#) shall have general supervision of the affairs of the organization between its business meetings, fix the hour and place of meetings, make recommendations to the organization and shall perform all other duties as specified in these Bylaws. The [Board](#) shall be subject to all matters properly voted on by the membership. Minutes of all Board meetings shall be available to any member upon request.

Section 3. The [Board](#) shall meet monthly when called by the [President](#) or whenever a meeting is deemed necessary by a majority of the [Board](#). [Board](#) meetings are open to any member who desires to be present in a non-participatory, observer-only manner.

Section 4. A quorum for the [Board](#) shall be at least 51% of the current [Board](#) members.

Section 5. The [President](#) or [Executive Vice President](#) must be present for a [Board](#) meeting to be convened. If the [Secretary](#) is not present, someone must be identified to take minutes.

Section 6. The [Board](#) shall have the responsibility of updating and maintaining the policies and procedures set forth in our [Code of Conduct](#) and [Policies and Procedures Manual](#).

ARTICLE VII

Committees

Section 1. A Planning Committee (standing committee) composed of a minimum of three (3) members shall be appointed by the [Board](#). The committee shall plan, recommend to the [Board](#), and administer such long range projects as may be required for the maintenance of the organization and its facilities. The committee shall be directly responsible to the [Board](#) and shall perform such duties as they and the [Board](#) deem appropriate. Members on this committee shall be continuous until an individual resigns or is replaced by appointment of the [Board](#).

Section 2. A Play Selection Committee ("PSC") shall be appointed by the [Vice President of Productions](#) with the approval of the [Board](#). The [VP of Productions](#) shall give consideration to all interested members. The committee shall consist of at least seven (7) members but no more than eleven (11) members. Of those members, at least one (1) will be a qualified director and no more than 50% of the members will have served on the previous year's committee. A member may not serve longer than three (3) years in succession. Current members of the [Board](#) may serve if the minimum committee of seven (7) cannot otherwise be met. At the May [Board](#) meeting, a Chairperson selected by the committee members shall submit to the [Board](#), for its

approval, its recommendation of 2 shows per category for each production planned for the season. In addition, the PSC chairperson shall also have ready an alternate show should the Board, by majority vote, choose to reject a show in any category. The committee should consider financial and technical feasibility in the interest of a balanced season of performances. Once the Board approves a proposed slate for the season, the alternate for every category is revealed and recorded in the minutes. The [Board](#) shall submit an approved list of shows to the membership by email not less than thirteen (13) days prior to the June membership meeting, at which meeting, final selection of one (1) of the shows listed in each category shall be made by majority vote. If neither show in a category is selected by majority vote, the [Board](#) shall have power to take whatever measures they deem appropriate to assure a balanced season.

Section 3. The Budget Committee shall consist of the President, Executive Vice President, V.P. of Productions, and Treasurer. This committee will be responsible to present to the [Board](#) a proposed budget for the upcoming fiscal year, covering operations, productions, and permanent improvements, by no later than the January [Board](#) meeting.

Section 4. All members of Town and Country Players committees are to be members of Town and Country Players unless the description of a committee specifically allows nonmembers.

ARTICLE VIII

Fiscal Year

Section 1. The fiscal year for the organization shall be from January 1st through December 31st. The fiscal year may be changed by vote of the [Board](#).

ARTICLE IX

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order, including the Policies and Procedures Manual, the organization may adapt.

ARTICLE X

Amendment of Bylaws

Section 1. These Bylaws may be revised in whole or in part at any regular meeting of the membership. Notice of the intention to revise the Bylaws must be given by written notice not

less than thirteen (13) days prior to the membership meeting with a summary of the proposed changes. Email notice will be considered written notice.

Section 2. Approval of any revisions shall be made by a two-thirds (2/3) vote of the members present.

ARTICLE XI

Effective Date

Section 1. The effective date of these Bylaws shall be May 1, 1975, (Revised February 28, 1977), (Revised April 30, 1979), (Revised April 24, 1989), (Revised January 25, 1993), (Revised October 27, 1997), (Revised September 25, 2000), (Revised October 27, 2003), (Revised December 5, 2007), (Revised March 13, 2011), (Revised September 23, 2012), (Revised June 18, 2013), (Revised September 23, 2014), (Revised June 20, 2016), (Revised September 26, 2016), (Revised November 26, 2018).

ARTICLE XII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Standard of Care and Justifiable Reliance.

1. A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best

interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competences of such person;
3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

1. In discharging the duties of their respective positions, the Board, committees of the Board and individual director may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the officers of other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
2. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 3. Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best

interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.03 or Section 5.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 5.03 or 5.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

1. by the Board by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

2. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section 8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.