

Play On! – A New Virginia Theatre

By-laws

I. Name of Organization

- a. The name of this organization shall be “Play On! –A New Virginia Theatre.”
- b. The organization shall operate under the corporate name “Albemarle Charlottesville Theatre, Inc,” a not-for-profit corporation, established in the Commonwealth of Virginia.
- c. The membership may, by a majority vote of those present at the Annual Meeting in the year 2008 or later, elect to drop “A New Virginia Theatre” from the organization’s name.

II. Purpose of the Organization

This organization is formed, and shall function for the following purposes:

- a. Production of theatrical entertainment
- b. Operation of a performance space and other such facilities as shall be necessary and appropriate for the organization’s purposes.
- c. Theatrical education and community enrichment.

III. Membership

- a. Membership shall be open to all interested persons.
- b. There shall be three classes of membership: company membership, supporting membership and honorary membership.
- c. Company Membership shall be awarded, free of any dues or other fees, by the Board of Directors or the Operations Board. The Operations Board will establish criteria for Company Membership.
- d. Supporting Membership shall be granted to any individual, family or business making financial or in-kind donations to the organization. The Operations Board will establish criteria and minimum donation standards for Supporting Membership.
- e. Honorary Membership shall be granted by the Board of Directors, upon recommendation of the Operations Board. The Operations Board shall establish criteria and terms of membership for Honorary Membership.
- f. Only Supporting Members will have voting rights within the organization, and only Supporting Members may serve on either the Board of Directors or the Operations Board, or as officers of the corporation. In the case of a membership for a family group, each family membership shall have only one vote, regardless of the number of individuals comprising such a family membership.

IV. Board of Directors

- a. Albemarle Charlottesville Theatre, Inc. (dba Play On! – A New Virginia Theatre) will have a Board of Directors, which shall be responsible for insuring that the corporation is operated according to its purposes as stated in Article II, and in accordance with all applicable laws and regulations.
- b. The Board of Directors will consist of at least nine, and no more than seventeen members, who shall be the following:
 1. Executive Director
 2. Director of Theatre
 3. Director of Development
 4. Supervising Technical Director
 5. Company Manager
 6. Business Manager
 7. At least four, but no more than 11 additional Directors, elected by the Membership at the Annual Meeting.
- c. The Board of Directors will elect, from its members, the following officers, each to serve a term of one year:
 1. President and Chairman
 2. Vice-President
 3. Secretary
 4. Treasurer and Chief Financial Officer
 5. Archivist
- d. No member of the Operations Board may serve as President and Chairman of the Board of Directors. This provision shall not take effect until one year after the adoption of the By-laws.
- e. Each officer shall be charged with the duties ordinarily appertaining to his/her office. The Vice-President shall serve as Acting President and Chairman in the absence of the President, and shall assume the position of President and Chairman, should a vacancy occur.
- f. The Board of Directors will meet at least four times each calendar year; additional meetings may be called by the President or by any four Directors, providing at least ten days advance written notice is given to all Directors.
- g. The Board of Directors will elect its officers during its last meeting of each theatrical operating season (which is September 1 thru August 31), and the new officers shall take office at the adjournment of said meeting. In the first year of Play On's operation, the Board of Directors shall elect its officers at its first meeting, and such officers will assume their offices immediately.
- h. A quorum, necessary to transact the business of the Board of Directors, shall be half of the current Directors, plus one.
- i. The Board of Directors may, by a two-thirds vote of all Directors, revoke membership in the organization, remove an officer, dismiss a member of the Board of Directors or Operations Board, or dismiss any employee of the organization. In any case, these actions may be taken only for good cause, and after the individual under consideration shall be given a fair hearing.
- j. The President and Chairman may establish ad hoc committees as needed and shall appoint chairs and members of all such committees.

V. Operations Board

- a. The management and operation of the organization shall be the responsibility of the Operations Board.
- b. The Operations Board shall consist of the following members:
 1. Executive Director
 2. Director of Theatre

3. Company Manager
4. Supervising Technical Director
5. Facility Manager
6. Director of Education
7. Director of Development
8. Business Manager
9. Operations Secretary
10. Director of Publicity and Marketing
11. Events Coordinator

- c. Within one year of the ratification of these By-laws, the Board of Directors will fill each of the positions on the Operations Board. Subsequent to those initial appointments, the members of the Operations Board shall be selected by the Operations Board, in whatever manner the Operations Board shall adopt, subject to the terms of Article IV, Section G.
- d. The Executive Director shall serve as Chairman of the Operations Board. In the absence of the Executive Director, the Director of Theatre shall serve as Chairman.
- e. The Operations Board shall meet at least six times each calendar year; additional meetings may be called by any three members of the Operations Board, providing at least ten days advance written notice is given to all Operations Board members.
- f. The Executive Director may establish ad hoc committees as needed, shall appoint chairs of all such committees and shall appoint a member of the Operations Board to serve on each ad hoc committee.
- g. A quorum, necessary to transact the business of the Operations Board, shall be half of the current membership of the Operations Board, plus one.
- h. The Operations Board shall set all necessary policies not specifically established in these By-laws.

VI. Members of the Operations Board

- a. The **Executive Director** will be the Chief Executive Officer of the organization.
- b. The **Director of Theatre** will oversee theatrical productions and other performance programs of the theatre, and will serve as Chair of the Play Selection Committee.
- c. The **Company Manager** will maintain contact with, and supervise volunteer activities of the members of the Company of Players, and shall be responsible for representing the interests and concerns of those members before the Operations Board.
- d. The **Supervising Technical Director** will be responsible for the supervision of the technical operations of the theatre, including set design, costume design, stage crew operations, set, costume and properties construction, lighting, sound and other technical components of theatrical performances.
- e. The **Facility Manager** will be responsible for the upkeep and maintenance of the organization's building or buildings, as well as any vehicles owned, rented or borrowed by the organization.
- f. The **Director of Education** will create, develop and supervise programs of theatrical or other performing arts education. In addition he/she will supervise all youth and/or children's activities.
- g. The **Director of Development** will be responsible for all fund-raising and membership services, including corporate support and the sale of play program and/or lobby advertising.
- h. The **Business Manager** will create, along with the corporate Treasurer (who should be, whenever possible, the same person) all financial and bookkeeping systems to be used by the organization, and shall maintain financial records on a regular basis, insuring that all obligations are met in a timely manner. The Operations Board may alter the responsibilities of the Business Manager as it sees fit.
- i. The **Operations Secretary** will take and keep the minutes and other official records of the Operations Board.
- j. The **Director of Publicity and Marketing** will supervise all activities related to publicizing the company, including media relations and advertising, whether free of charged or paid for. The Director will also supervise the production of all printed material related to productions, such as posters, flyers and programs.
- k. The **Events Coordinator** will plan and supervise special events, including social, fundraising and membership events, and other events as directed by the Operations Board.

VII. Standing Committees

- a. There shall be three standing committees. Additional ad hoc committees may be created by the Executive Director as needed. The three standing committees are: Play Selection, Public Relations and Events.
- b. The Play Selection Committee, chaired by the Director of Theatre, shall choose pieces for public performance by the organization. Choices of the Play Selection Committee are subject to review and approval by the Operations Board. The Executive Director shall be a member of this committee. In addition, the Play Selection committee must have at least three additional members (not including the Director of Theatre and the Executive Director) at all times. These additional members of the Play Selection Committee shall be appointed by the Operations Board, and need not be Supporting Members of Play On.
- c. The Public Relations Committee, chaired by the Director of Publicity and Marketing, will supervise the production of all media materials, whether paid for or available free or charge. The committee will also designate and supervise an official media spokesperson for the company. In addition, the committee will produce all of the company's printed matter, including posters, flyers and play programs; advertising within which it may sell. The Director of Development shall be a member of this committee.
- d. The Events Committee, chaired by the Events Coordinator, will plan and supervise all events produced by the company, excepting regularly scheduled theatrical performances.

VIII. Annual Membership Meeting

- a. Each year, during the month of May or June, there will be an Annual Membership Meeting. All members, of all three classes, will be invited to attend, although only Supporting Members may vote.
- b. The following will take place at the Annual Membership Meeting:
 1. Reports from the members of the Operations Board on the activities and plans of their respective areas of responsibility.
 2. Report from the corporate Treasurer on the financial status of the organization.
 3. Reports from the chairs of all active committees on their work during the year ending, as well as their plans for the year to come.
 4. Announcement of the following performance season.
- c. Members of the Board of Directors will be elected, according to Article IX.
- d. Members shall be given an opportunity to ask questions of the members of the Operations Board, the Board of Directors, committee chairs and organization employees. In addition, members who wish to comment on or discuss activities of the organization will be given a reasonable opportunity to do so.
- e. Any proposed changes to the By-laws must be announced at least thirty days prior to, and subsequently voted on at the Annual Membership Meeting, subject to the provisions of Article X.
- f. No proxy voting, nor any method of voting which includes persons not physically at the location of the Annual Membership Meeting, will be allowed.
- g. The organization's first Annual Meeting may take place at any time prior to the opening of the first production, at a time and place to be determined by the founding Board of Directors.

IX. Election of Directors

- a. At the time of the ratification of these By-laws, the membership will immediately elect at least five members of the Board of Directors, who shall subsequently select the members of the Operations Board, pursuant to Article V.
- b. At the first Annual Membership Meeting following the ratification of these By-laws, the membership will, if necessary, elect additional Directors to bring the Board of Directors into accord with the provisions of Article IV.
- c. In order to provide for staggered terms on the Board of Directors, the Directors elected according to the two paragraphs immediately above (excluding those Directors who are also members of the Operations Board), shall be randomly, and in roughly equal numbers, assigned terms of one, two or three years. Following those initial terms, all Directors will serve for terms of three years.
- d. At the Annual Membership Meeting each year, Directors shall be elected to replace those Directors whose terms are expiring. Directors may be re-elected without restriction.
- e. In addition, the membership may choose to elect additional Directors at any Annual Membership Meeting to increase the size of the Board of Directors, up to the limit established in Article IV.
- f. No person shall be elected to the Board of Directors who has not been selected on at least 20% of the ballots cast at the Annual Meeting. Each ballot may contain a number of votes up to or equaling the number of vacancies to be filled. No ballot may contain more than one vote for any one candidate.
- g. If a seat on the Board of Directors becomes vacant, it shall remain vacant until the next Annual Membership Meeting, at which time a replacement will be elected to complete the vacant Director's term. If a vacancy should cause the Board of Directors to have fewer than nine members, the President shall appoint an Interim Director to serve until the next Annual Membership Meeting.

X. Amendments to the By-laws

- a. Amendments to these By-laws may be proposed in any of three ways:
 1. By a majority vote of the Board of Directors
 2. By a majority vote of the Operations Board
 3. By a petition signed by at least fifteen Supporting Members
- b. Once proposed, any amendment shall be voted on at the next Annual Membership Meeting. Notice of the proposed Amendment (including the text thereof) must be given to the membership at least thirty days prior to the Annual Membership Meeting. The Corporate Secretary shall be responsible for providing said notice.
- c. No amendment to these By-laws may be proposed less than thirty-one days prior to an Annual Membership Meeting.
- d. It shall take a two-thirds vote of all Supporting Members who are present at the Annual Membership Meeting to adopt any amendment to these By-laws.

XI. General Definitions

- a. Written notice shall constitute notice sent via US mail or via electronic mail.
- b. No voting by proxy, nor by remote electronic means, shall be allowed at any meeting of any board or committee, nor at the Annual Membership Meeting.
- c. In the calculation of quorums, majorities, etc., any fraction resulting from such calculation shall be rounded up to the next whole number.
- d. When a gender-specific term is used in these By-laws, it is to be assumed that the provision applies equally to persons of either sex.

XII. Ratification of the By-laws

- a. These By-laws shall stand as ratified when approved by a two-thirds vote of the Supporting Members present at a meeting called for the express purpose of ratifying these By-laws.
- b. Once these proposed By-law have been approved by the Founding Board of Directors, if no vote of the Supporting Membership rejects their adoption prior to January 31, 2006; these By-laws shall stand as ratified.

Approved by the Founding Board of Directors on January 22, 2006

Ratified by the membership on January 29, 2006

Amended on June 16, 2007 (see attached)

AMENDMENT #1

Ratified by the membership at the Annual Meeting June 16, 2007

The following changes shall be made to the By-laws:

- a. The title of Producing Director shall be changed to Director of Theatre. This change will be made wherever the title Producing Director appears in the By-laws.
- b. In Article IV, Section B: the Business Manager will be added to the members of the Board of Directors.
- c. Article IV, Section K shall be stricken, as it is made unnecessary by the change above (b).
- d. In Article V, Section B: the Events Coordinator shall be added to the Operations Board.
- e. In Article VI, Section b: the text of the Section will be stricken and replaced with the following:
The Director of Theatre will oversee theatrical productions and other performance programs of the theatre, and will serve as Chair of the Play Selection Committee.
- f. In Article VI, the following Section shall be added as Section K:
The Events Coordinator will plan and supervise special events, including social, fundraising and membership events, and other events as directed by the Operations Board.
- g. In Article VII, Section D: chairmanship of the Events Committee shall be by the Events Coordinator, rather than by the Executive Director.
- h. In Article VII, Section D: the last sentence will be struck.