

OFFICIAL BYLAWS OF THE PUMPHOUSE PLAYERS, INC.
(APRIL 30, 2011)

ARTICLE I. NAME.

The name of the organization shall be the Pumphouse Players, Incorporated (hereinafter referred to as "PHP").

ARTICLE II. PURPOSE.

SECTION A. MISSION STATEMENT.

To promote and foster drama, live theatre, and the performing arts in and around Bartow County by presenting programs of integrity and professional quality, while affording any willing individual the opportunity to participate in such programs.

SECTION B. CHARITABLE PURPOSES.

No parts of the net earnings of the PHP shall inure to the benefit of any individual. The assets of the PHP are irrevocably dedicated to charitable purposes and upon liquidation or dissolution, after providing for the debts and obligation thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes related to the arts and which has established its tax exempt status under 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law). The PHP may be dissolved by an affirmative vote of two-thirds (2/3) of all Members in good standing who are present at a meeting called for such a purpose.

ARTICLE III. NONPROFIT CORPORATION.

SECTION A. TAX EXEMPT STATUS.

1. Nothing herein shall authorize this corporation, directly or indirectly, to engage in and include among its purposes, any activity not permitted to be carried on by a corporation exempt from tax according to 501(c)(3) of the Internal Revenue code of 1986 ("the Code") as amended (or the corresponding provision of any future United States Internal Revenue Law), or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).
2. The PHP is not organized and shall not be operated for profit or organized to engage in any activity ordinarily carried on for profit. No part of the net earnings of the PHP shall inure to the benefit or be distributable to any of its directors, officers, or other private persons, except that the PHP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The PHP shall be primarily supported by Membership dues and other income from activities substantially related to charitable purposes under Section 501(c)(3) of the Code.

SECTION B. REGISTERED OFFICE AND REGISTERED AGENT.

The PHP shall have and shall continuously maintain in the state of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Nonprofit Corporation Code.

ARTICLE IV. NON-DISCRIMINATION.

The PHP shall not discriminate against any person or group of persons on the basis of race, national origin, disability, creed, sex, religion, age, or sexual orientation in its policies, actions, or requirements for Membership.

ARTICLE V. MEMBERSHIP AND DUES.

SECTION A. The Membership of the PHP is open to any and all individuals who wish to join and who are 18 years of age or older. Membership is contingent on payment of dues to the PHP.

SECTION B. DUES.

1. There shall be two categories of Dues that may be paid:
 - a. *Annual* – paid within each PHP fiscal year; or
 - b. *Lifetime* – one fee paid for the life of that individual.
2. The Board of Directors shall set Annual and Lifetime Dues.

SECTION C. There shall be two (2) categories of Membership:

1. *Active Member.*
 - a. Annual Member
 - b. Lifetime Member
2. *Inactive Member.* Otherwise referred to as a “Member not in good standing,” an Inactive Member is a member who has chosen not to participate in any PHP theatre function or who has chosen not to participate in the Annual Membership Survey for two (2) years or more, or a member who has indicated that he or she wishes to become inactive in writing or by checking the “Inactive” option on the Annual Membership Survey.

SECTION D. VOTING RIGHTS.

1. *Good Standing.* A Member who is in good standing is a member whose dues have been paid to the PHP for the current fiscal year or who is a Lifetime Member who has not opted for Inactive Member status. Members in good standing are the only Members allowed to vote and are, thus, also referred to as “Voting Members.”
2. *Not in Good Standing.* Otherwise “active” Members who have not paid their dues for the fiscal year are not in good standing with the PHP and shall not be entitled to vote.

3. *Voting Member Rights.* Voting Members shall have the right to: 1) elect officers; 2) remove officers or Members of the Board of Directors; 3) amend the Bylaws; and 4) vote on business related to issues presented by the Board of Directors.

SECTION E. TERMINATION OF MEMBERSHIP.

1. Membership may be terminated voluntarily or involuntarily:
 - a. *Voluntary termination* of Membership occurs when a Member is no longer current with his or her dues to the PHP for the fiscal year.
 - b. *Involuntary termination* may occur when a Member engages in defamatory conduct, causing injury or some special damage to the organization.
2. *Involuntary Termination Procedure.*
 - a. No member may be terminated or suspended without a fair and reasonable procedure before the Board of Directors to determine whether the termination or suspension is being carried out in good faith.
 - b. The procedure is as follows:
 - i. There must be not be less than 15 days prior written notice to the member of the expulsion, suspension, or termination and the reasons therefore; and
 - ii. An opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or
 - iii. It is fair and reasonable taking into consideration all of the relevant facts and circumstances.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP.

SECTION A. All meetings will be conducted in accordance with Robert's Rules of Order.

SECTION B. ANNUAL MEETING.

1. *Time of the Annual Meeting of the Membership.* The Annual Meeting of the PHP Membership shall be held on the third Monday of May of each year. This meeting shall review the annual budgets to date and the upcoming season. Every two years it shall hold the election of the Executive Board.
2. *Notice.* All meetings shall require at least ten (10) days advance notice, but not more than sixty (60) days advance notice, stating the time, place, and purpose of the meeting. Notices may be sent via regular mail or electronic mail or any other reasonable means which the Board of Directors deems appropriate and a reminder shall also be posted on the PHP website. PHP Members who do not have electronic mail and who have informed the Board in a timely manner that they do not have electronic mail will be sent the aforementioned notice of meetings via regular mail.
3. *Waiver of Notice.* Whenever any notice is required to be given to any voting member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the president or other duly authorized representative of

the member entitled to receive such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of a representative for any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

4. *Quorum.* A Quorum shall consist of no less than twenty-five percent (25%) of all Active Members in good standing for General and Special Meetings. Inactive Members and other Members not in good standing shall not be considered when calculating the Quorum.
5. *Voting.* To transact business at any meeting of the PHP, a Quorum must be present. In the event that a Quorum is not present, any motion or vote will be deferred to an electronic vote that will be posted on the PHP website within 48 hours of the meeting, whereupon each member will be able to vote electronically. Electronic voting will require a Quorum of active Members in good standing to pass the motion.
6. *Proxies.* Any absent member eligible to vote at any meeting of the Members may be represented as present and vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted and the member entitled to vote. The written authorization must be signed and dated by the member granting the proxy, and be filed with the Secretary of the PHP. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

SECTION C. SPECIAL MEETINGS.

1. *Notice.* A Special Meeting may be called at any time by the Board of Directors or by no less than two-thirds (2/3) of the Voting Membership. Notice of such Special Meeting must be sent to each Active Member in good standing at least ten (10) days in advance, but not more than sixty (60) days in advance. The notice must state the time, place, and purpose of the Special Meeting. The stated purpose of the meeting shall include a description of the matter or matters for which the meeting is called. Notice may be sent via regular mail or electronic mail or any other reasonable means which the Board of Directors deems appropriate.
2. *Voting.* The only matters that may be voted on are those set forth and described in the notice.

SECTION D. RECORD DATE.

The Board of Directors shall fix the record date to determine the Members entitled to the notice of a Membership meeting, to demand a Special Meeting to vote, or to take any other action. The record date shall not be more than seventy (70) days before the date of any meeting, nor less than ten (10) days before any meeting.

ARTICLE VII. BOARD OF DIRECTORS.

SECTION A. POWERS OF THE BOARD.

Control of the PHP shall be vested solely in the Board of Directors who shall establish and enforce policies that support the Mission Statement of the PHP. The Board shall also serve as producer of all PHP shows.

SECTION B. SIZE AND COMPOSITION.

The Board of Directors shall consist of all four (4) members of the Executive Board and three (3) annually appointed Members-at-Large.

SECTION C. QUALIFICATIONS.

Members of the Board of Directors shall be active Members of the PHP in good standing.

SECTION D. ELECTION OF THE BOARD OF DIRECTORS.

1. *Nominations.* In the years when a Board of Directors is being elected, a nominating committee shall be appointed by the Board of Directors no later than March 1 to find at least one candidate from the active PHP Members in good standing. The Nominating Committee will present a slate of officer candidates of at least one candidate for each of the four positions on the Executive Board no later than the April meeting of the Board of Directors. The slate of officers will be posted on the website and sent electronically to the current Voting Members no later than May 1.
2. *Other Nominations.* Other PHP Members in good standing may submit nominations for Board Members by written nomination supported by the written consent of the nominee. Such nomination must be filed with the Secretary at least 30 days before the Annual Meeting.
3. *Election Procedure.* Elections will be conducted by written ballot at the Annual Meeting held in May. Nominations from the floor are valid, so long as said nominees are present at the meeting. In the event there are multiple candidates for any office, each candidate will be given three (3) minutes to present his or her qualifications to the Voting Members. The election will be conducted by secret ballot and tallied by the Nominating Committee. A candidate must receive the majority of the Quorum of the votes in order to be elected.
4. *Assumption of Duties by New Members of the Board of Directors.* Elected officers will meet with the current Board of Directors at the June Board meeting in order to transition into the new fiscal year. The new Board will take office July 1.

SECTION E. TERMS OF OFFICE.

The Executive Board Members shall each have a term of office of two (2) years. Members-at-Large shall be appointed by the Executive Board on an annual basis.

SECTION F. DUTIES.

1. *Members-at-large.* Members-at-Large shall be appointed annually by the Executive Board for a term of one (1) year. Members-at-Large shall represent the Membership of PHP and serve as liaisons from the Membership to the Executive Board.
2. *Executive Board.* Duties of the Executive Board are set forth in Article VIII.

SECTION G. MEETINGS OF THE BOARD OF DIRECTORS.

1. *Robert's Rule of Order.* As in all other PHP proceedings, meetings of the Board of Directors will be conducted in accordance with Robert's Rules of Order.
2. *Regular Meetings.* The Board of Directors shall meet monthly outside of the Annual Meeting. A meeting of the newly elected Executive Board shall be held within two (2) weeks following yearly elections. The purpose of this meeting is to allow for a transition of incoming and outgoing officers and to select the annual Member at Large positions. Board meetings are open to all active Members in good standing.
3. *Notice.* Notice of the time and place of the Board of Directors meetings shall be posted on the PHP website no less than two (2) days prior to the meeting. Notice shall also be sent to Directors via electronic mail.
4. *Attendance.* Any Director missing three (3) consecutive Board meetings shall be removed from the Board. Any exception to this rule will be made by the Board.
5. *Meetings by Conference Telephone.* Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in regularly scheduled or special Board meetings by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
6. *Quorum.* There shall be no less than four (4) members of the Board of Directors for a Quorum at a Board of Directors meeting.
7. *Public Comments.* Any member of the PHP may offer suggestions for policy and may present their suggestions to any Board of Directors member for consideration. These suggestions may be submitted to any member of the Board of Directors to be added to the agenda at least two (2) days prior to the Board meeting.
8. *Informal Action by Directors.* Action taken by a majority of the Directors without a meeting is nevertheless a Board action, if written or electronic consent to the action is recorded by the Secretary and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.
9. *Consent of Directors.* Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the

Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the Board or committee, as the case may be, consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

10. *Additional Powers.* The Board may appoint such employees and/or agents as may be necessary to conduct the business of the organization.

SECTION H. COMPENSATION OF DIRECTORS.

No salary, fee, or other compensation shall be paid to any member for serving on the Board of Directors.

SECTION I. VACANCIES.

1. *Resignations.* Any director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the PHP, unless some other time may be fixed in the resignation, and then from that date. If an officer resigns, said officer will be deemed to resign his or her position on the Board of Directors. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.
2. *Removal.* Any Director missing (3) three consecutive Board meetings shall be removed from the Board. Any exception to this rule will be made by the Board. By a majority vote by the Board of Directors, the duties of one or more officers may be suspended pending a final determination that cause exists for removal. Additionally, a member of the Board of Directors may be removed from his or her position for any reason deemed worthy by the Voting Membership. Upon written notice, a member of the Board of Directors may be removed from his or her position by a two-thirds (2/3) vote of a Quorum at a Special Meeting called for such removal.
3. *Filling Vacancies.* If the office of any officer or director becomes vacant, by an increase in the number of officers, or by reason of death, resignation, removal, or otherwise, the remaining Members of the Board of Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.
4. *Newly Created Officer.* Any office to be filled by reason of an increase in the number of Officers shall be filled by an election at an annual or regular meeting or at a Special Meeting called for that purpose by the Members, or by the Board.

ARTICLE VIII. OFFICERS – EXECUTIVE BOARD.

SECTION A. COMPOSITION.

The Executive Board of Directors shall consist of the following four (4) positions:

1. President
2. Vice-President
3. Secretary
4. Treasurer

SECTION B. QUALIFICATIONS.

All officers must be active Members of the PHP in good standing.

SECTION C. TERM OF OFFICE.

Officers shall serve for a period of two (2) years using the Fiscal Year of the PHP of July 1 through June 30.

SECTION D. DUTIES.

1. ***President.*** The President shall preside over all Annual and Special Membership Meetings, serve as chairperson of the Executive Board, and serve in an ex-officio capacity on all standing committees, except the Nominating Committee.
2. ***Vice-President.*** In the absence or temporary disability (as determined by the Executive Board) of the President, the Vice-President shall perform all the duties of the President.
3. ***Secretary.*** The Secretary shall assume the duties of the President in the absence of both the President and the Vice-President. The Secretary shall record and maintain the minutes of all meetings of the Executive Board and the PHP and shall give, or cause to be given, notice of all Meetings of the PHP in accordance with the Bylaws. Minutes shall be open to inspection at any reasonable time by Members in good standing of the PHP.
4. ***Treasurer.*** The Treasurer shall have charge of the funds of the PHP, keep a detailed record book of all transactions, present month-end reports to the Board of Directors, annual reports to the PHP, and pay all approved fees and bills in a prompt manner. The Treasurer shall deposit any funds in a bank account for the PHP designated by the Board of Directors. Checks drawn on these funds shall be signed by the Treasurer, President, or Vice-President, should the President be indisposed. The accounts of the Treasurer shall be audited annually and are open to inspection at any time by Members of the PHP.

SECTION E. POWERS OF THE EXECUTIVE BOARD.

The Executive Board shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors, and excluding any powers or authority specifically assigned to the Board of Directors or any other entity by these Bylaws (e.g., removal and/or replacement of Directors, amendment of the Articles of Incorporation or Bylaws, etc.).

SECTION F. COMPENSATION OF OFFICERS.

Officers shall not be entitled to any compensation for their services as Officers, except that by resolution of the Board of Directors, an officer shall be allowed reimbursement for any reasonable expenses incurred on behalf of the PHP.

ARTICLE IX. COMMITTEES.

SECTION A. CREATION OF COMMITTEES.

The Board of Directors may, by resolution, create committees or work groups in addition to the Executive Board.

SECTION B. NOMINATING COMMITTEE

1. *Composition.* A Nominating Committee shall consist of a Chairperson and two (2) active Members in good standing of the PHP. Any member currently serving on the Board of Directors shall not be eligible to serve on the Nominating Committee.
2. *Duties.* In the years when an election for the Board of Directors is to take place, the Nominating Committee shall prepare a slate of proposed Executive Board member candidates. This slate of nominees for the Board shall be comprised of active PHP Members in good standing. Such nominations shall be supported by the written consent of each respective nominee. The slate of nominees must be filed with the Secretary at least 45 days before the Annual Meeting. The Nominating Committee shall tally the results of the election and publish them to the Members.

SECTION C. OTHER COMMITTEES.

The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such committees shall be subject to the approval of the Board of Directors.

SECTION D. APPOINTMENT AND TERMS.

All committee appointments shall be made as soon as possible after the election of officers, when vacancies occur, or as the need for certain committees is made apparent. Committee members shall serve such terms as may be provided by the Board.

SECTION E. MEETINGS AND NOTICE.

Notice and the agenda shall be sent to each committee member as soon as is practicable in advance of any committee meeting.

SECTION F. CONDUCT.

All articles of these Bylaws which govern Board of Directors meetings, including notice, quorum, voting requirements, conduct of Directors, and action without meetings, shall apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees shall be subject to all the procedural rules governing the operation of the Board itself.

ARTICLE X. LIABILITY AND INDEMNIFICATION.

SECTION A. The Members of the PHP shall not be personally liable for the debts, liabilities or obligations of the PHP.

SECTION B. ACTIONS AGAINST DIRECTORS.

The PHP shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Director, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be or not opposed to the best interests of the PHP and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party", "proceeding", "Director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of Directors.

SECTION C. ADVANCE FOR EXPENSES OF DIRECTORS.

1. The PHP shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:
 - a. The Director furnishes the PHP with a written affirmation of the Director's good faith belief that the Director has met the standard of conduct set forth in Section B above; and
 - b. The Director furnishes the PHP with a written undertaking, executed personally or on the Director's behalf, to repay any advances if it is ultimately determined that the Director is not entitled to indemnification.
2. The written undertaking required by paragraph (1)(b) above must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

3. The Board of Directors shall report the indemnification or advance in writing to the active Members in good standing with or before the notice of the next meeting of the Members.

ARTICLE XI. GENERAL PROVISIONS.

SECTION A. FISCAL YEAR.

The fiscal year of the PHP shall be July 1 to June 30.

SECTION B. EXECUTION OF INSTRUMENTS.

1. *Checks, Deposits.* The Treasurer, President, or Vice-President shall make deposits, sign and issue all checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness.
2. *Contracts, loans.* The Board of Directors shall authorize by resolution which officer(s) or agent(s) may enter into contracts or execute or deliver any documents or instruments in the name of and on behalf of the PHP. The authorization may be general or specific.

SECTION C. AUTHORIZATION OF EXPENDITURES.

1. No officer, committee, or member may incur any expense or obligation chargeable to the PHP, except as defined below.
2. The Executive Board is authorized to pay the following monthly expenses:
 - a. Rent
 - b. Water
 - c. Utilities
 - d. Waste disposal
 - e. Telephone
 - f. Internet Expenses
 - g. Gas
 - h. Insurance
 - i. Security
 - j. Monthly mailings
 - k. Postage
 - l. Production Expenses including reimbursable expenses incurred as a result of a production
 - m. Accounting fees
 - n. Taxes
 - o. Advertising expenses
 - p. Any other emergency expense necessary for the operation of the PHP
3. The Executive Board is authorized to spend no more than one-thousand dollars (\$1000.00) per month, in addition to those items enumerated in Section (C)(2) above, unless approved by the Voting Members.

SECTION D. CONFLICT OF INTEREST.

Any Director or committee member having a material interest in a transaction presented to the PHP must give prompt, full, and frank disclosure of his or her interest to the Board of Directors and/or the relevant committee.

SECTION E. BOOKS AND RECORDS.

The PHP shall keep and maintain (1) correct and complete books and records of account, (2) resolutions adopted by either the Members or the Board of Directors, (3) minutes of the proceedings of the Board and of any committee having any of the authority of the Board, and (4) a record of the names and addresses of the Members entitled to vote. All books and records of the PHP may be inspected by any member having voting rights, or their agents or attorneys, for any proper purpose, upon reasonable notice of no less than five (5) days, at any reasonable time.

SECTION F. LOANS TO DIRECTORS.

No loans shall be made by the PHP to any of its Directors.

ARTICLE XII. AMENDMENTS OF BYLAWS.

SECTION A. PROCEDURE TO AMEND BYLAWS.

Revision or amendments to the Bylaws of the PHP may be proposed by any active member in good standing or any Director. Any such proposed revision or amendments shall be submitted in writing to the Board of Directors not less than sixty (60) days prior to the date of the next annual or special meeting of the Members. Each member shall be given in writing all proposed revisions or amendments to these Bylaws with, or prior to, the notice of the annual meeting. Bylaws are amended by a two-thirds (2/3) majority of the active Members in good standing who are voting at such next annual meeting.

SECTION B. CONSISTENT WITH LAW.

Any amendments, alterations, changes, additions, or deletions to these bylaws, shall be consistent with the laws of the State of Georgia which define, limit, or regulate the powers of the PHP or the Board of Directors of the PHP.

Revised and Amended on October 25, 1999.

Revised and Amended on December 16, 2001.

Revised and Amended on April 30, 2011.

Printed on April 30, 2011.