

The Bylaws of the Elden Street Players

A Virginia Non-Profit Corporation

Article One

NAME

The name of the corporation shall be The Elden Street Players, Inc., hereinafter called the Corporation.

Article Two

PLACE OF BUSINESS

The Principal place of business of the Corporation shall be in the Town of Herndon, Fairfax County, Virginia.

Article Three

PURPOSE

- A. The primary purpose of the Corporation is to provide a vehicle for the education, production and development of the performing arts, including but not limited to drama, musical and related cultural productions, and to encourage community participation in all aspects thereof. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.
- B. The corporation is authorized to make long term investments to support the organization's mission and long term operational stability; to include investment in real property either independently or as a shareholder or partner in a real estate investment corporation or partnership.
- C. **Prohibited Activities:** No part of the activities shall be an attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

Article Four

MEMBERSHIP

- A. **Eligibility:** Any person who is interested in the purposes and objectives of the Corporation may become a member upon payment of the annual membership fee determined by the Board of Directors.
- B. **Fees and Privileges:** Upon payment of annual fees each member shall have:
 - 1. Voting privileges as set forth in Article IV C.,
 - 2. The privilege of working as a volunteer in the corporation,
 - 3. Such other privileges as the Board may determine from time to time.
- C. **Voting:** All members age 18 years and over shall be entitled to one vote on each matter submitted to a vote at a meeting of members. No person shall be entitled to more than one vote, and proxy votes may be allowed if agreed by a majority of the Board of Directors.
- D. **Terms:** No voting membership shall exist for a period extending beyond the end of the fiscal year in which such a membership is granted. The fiscal year shall be from October 1 through September 30.

Article Five

MEMBERSHIP MEETINGS

- A. **Annual Meeting:** The annual meeting of the Corporation shall be held in the Town of Herndon during the month of December for the purpose of electing Directors and for the transaction of all other business that may be brought before the meeting. The Board of Directors shall select the exact time, date, and place of the annual meeting and, written notice stating the time and place of such a meeting

shall be delivered, either personally or by written or electronic mail, to all members not less than ten days prior to the date of such a meeting.

- B. **Special meetings:** Special meetings may be held at the call of the President, the Board of Directors or on the petition of twenty-five percent (25%) of the members of the Corporation. Written notice stating the time, date, place and purpose shall be mailed not less than ten days prior to the date of such meeting. If called by petition, the Board of Directors shall be required to schedule such meeting within thirty days from the presentation of the petition to the Secretary of the Corporation. No business may be transacted at any special meeting which has not been included in the written notice of such meeting.
- C. **Quorum:** Twenty-five percent of the members attending any regular or special meeting shall constitute a quorum provided that at least four members of the Board of Directors are in attendance.

Article Six

BOARD OF DIRECTORS

- A. **Powers:** The Board of Directors shall conduct, manage and control all of the affairs and business of the Corporation, shall have primary responsibility for raising funds and generally shall supervise and regulate the activity of the Corporation.
- B. **Number:** The Board of Directors shall consist of at least seven and not more than nineteen members.
- C. **Election:** Candidates to the Board of Directors shall be elected for a three year term, with the exception of the Artistic Director (see Article Seven).
- D. **Nominations:** Candidates to the Board of Directors shall be nominated by any member. The method of nomination shall be open nominations at the annual meeting, and election by ballot.
- E. **Meetings:** The Board of Directors shall meet within thirty days of the annual meeting of members for the purpose of electing the officers of the Corporation. The Directors shall also establish other regular meetings at stated intervals. Special meetings of the Board of Directors shall be held whenever called by the President upon application in writing of any two Directors.
- F. **Quorum:** A majority of the Directors shall constitute a quorum for the transaction of business.
- G. **Resignation:** Any Director may resign by written notice to the Board of Directors.
- H. **Vacancies:** Any vacancy occurring among the officers or Directors shall be filled by the vote of a majority of the remaining members of the Board of Directors. Such elections shall be for the unexpired term of the vacancy.
 - 1. The Board of Directors shall have the power to declare that the office of Director, or any office, is vacant and therefore appoint a successor whenever:
 - a. a Director or officer is permanently absent or absent for three consecutive meetings or for such periods of time as to make it impossible to discharge the duties of the Director or other officer,
 - b. a Director or officer ceases to be a member,
 - c. a Director or officer fails or refuses or is unable for any reason to discharge the duties of his office and the remaining Directors determine by a three-quarters vote that such cause exists.

Article Seven

ARTISTIC DIRECTOR

The artistic director shall recommend and be responsible for final selection of productions presented in the name of the Corporation, whether part of the main stage production season or the children's theater or special productions. The artistic director shall also select directors for these productions and be held responsible for the overall artistic excellence of the productions.

- A. **Appointment:** The artistic director shall be appointed by the Board of Directors for a twenty month term, beginning January 1. From January 1 through August 31 of the year appointed, the Artistic Director shall be the Artistic Director-Designate, and shall have no voting privileges on the Board of Directors unless the Artistic Director is a current board member. The Artistic Director-Designate shall be a member of the Board of Directors for the twelve months beginning September 1 of the year appointed.

- B. If a new Artistic Director has been appointed, there will be both an Artistic director and an Artistic Director -Designate for the period from January 1 through August 31. The outgoing Artistic Director will assist the incoming Artistic Director in play selection and other duties as outlined above.
- C. The Artistic Director may be removed by a majority vote of the Board of Directors.

Article Eight OFFICERS

- A. **Officers:** The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer.
- B. **Election:** The President, Vice President, Secretary and Treasurer shall be elected from the Board of Directors by the Board Of Directors at their first called meeting following the annual meeting of the Corporation.
- C. **Duties:**
 - 1. **President:** The President shall preside at all meetings of the Corporation and shall act as Chief Executive Officer, performing all duties normally performed by such officer. The President shall prepare an agenda for all meetings of the members and Board of Directors, and shall include in such agenda all matters which are anticipated to arise at such meeting, in addition to any matter requested to be included therein by any board member. The President shall also serve as an ex-officio member of all committees and shall appoint the Chairman and members of all committees not otherwise provided for in these Bylaws.
 - 2. **Vice President:** The Vice President shall ensure that financial and business aspects of the Corporation other than record keeping are properly attended. In the absence of the President, the Vice President shall preside at meetings of the Corporation and shall perform all duties normally performed by such an officer. The Vice President shall also serve as an ex-officio member of all committees.
 - 3. **Secretary:** The Secretary shall keep minutes at all meetings of the membership and Board of Directors. The Secretary shall be responsible for maintaining membership rolls of the Corporation, shall have custody of the Corporate seal, shall provide all required notices of meetings of the membership and Board of Directors and perform all duties normally performed by such officer.
 - 4. **Treasurer:** The Treasurer shall keep the financial records of the Corporation and shall be responsible for the disbursements and receipts of all funds. The Treasurer shall recommend budgetary revisions as necessary, prepare monthly operating statements and submit an annual report of the financial condition of the Corporation.

Article Nine STAFF

The Board of Directors may employ such staff as deemed necessary to carry out the policies and programs of the Corporation. Salary will be determined by actions of the Board of Directors.

Article Ten COMMITTEES

The President shall designate committee assignments for Directors, determine appropriate sizes and make committee appointments from the general membership as necessary. Committees shall be appointed from time to time for such purposes as the Board of Directors may deem appropriate; additionally, auxiliary groups may be organized to support various areas of operation.

Article Eleven
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- A. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be granted for general or confined to specific instances.
- B. **Checks and Drafts:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or President unless otherwise specified by the Board of Directors.
- C. **Deposits:** All funds shall be deposited in such depositories as the Board of Directors may direct, promptly upon the receipt of the same.
- D. **Gifts:** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation.
- E. **Fiscal Year:** The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of the following year.

Article Twelve
Amendments

The bylaws may be amended at any time by an affirmative vote of a majority of members of the Board of Directors at a regular meeting or a special meeting of the Board of Directors called for that purpose, provided the full text of any proposed amendments shall be made available to all Board members at least ten (10) days prior to such meeting. Proposed amendments may be submitted by any member of the Board of Directors or by a petition of at least twenty-five percent of the members of the Corporation.

Signed this 14th day of June, 2007.

	
	
	
	
	