

BY-LAWS
OF
ACTORS CIRCLE, INC.

ARTICLE I - NAME

Section 1. Name. The name of this corporation shall be called Actors Circle, Inc. (hereinafter referred to as "Actors Circle").

ARTICLE II - PURPOSE

Section 1. Purpose. The purpose and objectives for which Actors Circle is formed and for which it will exclusively operate are: to produce high quality amateur theatre productions, to encourage newcomers to participate in the theatre arts, to provide an outlet for local theatre talent, and to promote the idea of community-based theatre exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Section 2. Limitations and Refinement of Purpose. Actors Circle shall be noncommercial, nonsectarian, and nonpartisan. The name, Actors Circle, or the names of any members, in their official capacities, shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of Actors Circle.

No part of the net earnings of Actors Circle shall inure to the benefit of, or be distributed to its members, directors, trustees, officers or other private persons except that Actors Circle shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 1 hereof.

No substantial part of the activities of Actors Circle shall be carrying on of propaganda, or otherwise attempting to influence legislation, and Actors Circle shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, Actors Circle shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of Actors Circle, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to such organizations formed and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Governing Body. The business and affairs of Actors Circle shall be managed and conducted by the Board of Directors (hereinafter referred to as the "Board"), members of which shall serve without compensation.

Section 2. Duties of the Board. The duties of the Board shall be:

- to uphold the purpose and objectives of Actors Circle as set forth in Article I, section 1
- to attend at least half (50%) of regular board meetings per year

- to significantly be involved in at least two (2) productions per year and/or,
- to make a significant contribution to the financial well-being of the theater
 - a). Failure to fulfill said duties will require a general discussion by the Board in regard to the dereliction of duties by a Board member.

Section 3. Composition. The Board shall consist of no more than 16 active directors. Each director shall represent the broad interests of the public rather than the personal or private interest of a limited number of people.

Section 4. Election. Each director shall be elected by the standing Board by a majority vote of the quorum. To be eligible and entitled to all privileges of membership, including holding office and voting on the Board, he/she must have participated in at least one (1) production for Actors Circle per season. Directors elected prior to 2014 shall serve until such time as he/she resigns from the Board. Directors elected after 2014 shall serve terms as outlined in the standing rules.

Section 5. Vacancies. Vacancies in the membership of the Board shall be filled by a majority vote of the quorum at any time using the process outlined in the standing rules.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of Actors Circle shall be President, Vice-President, Secretary, and Treasurer, all of which shall constitute the Executive Board. They shall have authority and shall perform such duties as are provided by the By-laws, and shall, from time to time, be prescribed by the Board. No person may hold more than one office.

Section 2. Election. In order to be eligible to hold a position on the Executive Board, the individual must meet the requirements as set forth in Article III, section 2. In addition, they must have participated in at least one (1) production and attended at least four (4) board meetings after having been voted onto the Board of Directors. Election shall be held in June by written ballot. Officers shall assume their official duties at the close of the June meeting and serve for a term of two (2) years. Elections shall be open to all standing Board members, with nominations being recorded at the conclusion of the May meeting. Each Board member shall have one (1) vote.

Section 3. President. The President shall:

- preside at all meetings of the board
- prepare an agenda for every board meeting
- perform such other duties as may be prescribed by these By-laws or assigned by the Board
- be a member ex officio of all committees
- have general and active management of the affairs of Actors Circle
- see that all orders and resolutions of the Board are carried into effect
- appoint a parliamentarian, if desired, subject to the approval of the officers of Actors Circle
- coordinate officers and committees in order that the purpose and objectives as set forth in Article I, section 1 be maintained
- vote only as required to break a tie

Section 4. Vice-President. The Vice-President shall:

- attend all meetings of the Board
- act as aide to the President
- perform the duties of the President in the absence or inability of the President to serve
- preside over the Play Selection Committee

Section 5. Secretary. The Secretary shall:

- attend and record the minutes of all meetings of the Board

- retain a current copy of the By-laws and all official documents pertaining to Actors Circle
- maintain a list of the Board of Directors
- perform other delegated duties as prescribed by the Board

Section 6. Treasurer. The Treasurer shall:

- attend all meetings of the Board
- have custody of all funds of Actors Circle
- keep a full and accurate account of receipts and expenditures
- make disbursements as authorized by the President, Executive Board or the Actors Circle Board of Directors in accordance with the budget adopted by Actors Circle
- have checks or vouchers signed by either the president or the treasurer.
- present a financial statement at every board meeting and at such times when requested by the Executive Board
- be responsible for the maintenance of such books of accounts and records
- at the discretion of the Board, have accounts examined annually or upon change of officer by an auditor or an auditing committee of not fewer than three (3) members, who are not authorized to sign checks. If satisfied that the treasurer's annual report is correct, they shall sign a statement to that fact at the end of the report. The auditing committee shall be selected by the Board at a meeting at which new officers assume their duties

Section 7. Powers. All officers shall perform the duties outlined in these By-laws and those assigned from time to time. Upon the expiration of the term of office, or in case of resignation, each officer shall turn over to the President, within ten (10) days, all records, books, and other materials pertaining to the office, and shall return to the treasurer, within ten (10) days, all funds pertaining to the office.

ARTICLE V - EXECUTIVE BOARD

Section 1. Executive Board. The Executive Board shall consist of all elected officers of the Board.

Section 2. Duties. The duties of the Executive Board are:

- to transact necessary business as referred by the Board
- to create standing and special committees
- to approve plans and work of the standing committees
- to present a report at regular board meetings
- to select an auditor or an auditing committee, at the discretion of the Board
- to prepare and submit to the Board for adoption, a budget for the year, when applicable
- to approve routine bills with the limits of the budget

ARTICLE VI - MEETINGS

Section 1. Monthly Meetings. At least nine (9) regular meetings of Actors Circle shall be held during the year, with the second Tuesday of each month as the designated day for such meetings.

Section 2. Quorum. Six (6) Board members shall constitute a quorum for the transaction of business in any meeting of Actors Circle.

Section 3. Emergency Meetings. An emergency meeting of the Board may be called by the President or by a majority of the Executive Board at any time. A quorum may or may not be

present in an emergency meeting, providing the Board be notified and the incident which precipitated calling said meeting.

ARTICLE VII - COMMITTEES

Section 1. Composition. Only members of the board shall be eligible to serve in any elective or appointed position. The President shall be a member ex officio of all committees, except the auditing committee if authorized to sign checks.

Section 2. Standing Committee. The Executive Board may create such standing committees and appoint chairs as it may deem necessary to promote the purpose and objectives and to carry on the work of Actors Circle. The term of each chair shall be until the appointment of the successor.

Section 3. Duties. The chair of each standing committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

Section 4. Special Committee. The power to form special committees and appoint their members rests with the Board, the Executive Board or President.

ARTICLE VIII - FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of Actors Circle shall be July 1 to June 30.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases in which they are applicable, and in which they are not in conflict with these By-laws.

ARTICLE X - AMENDMENTS

Section 1. Amendments. These By-laws may be amended at any meeting with the following stipulation:

- two-thirds of the Board must be present
- the amendment must pass with a two-thirds yeas vote
- notice must be given at least thirty (30) days prior to the meeting at which the amendment is voted

Section 2. Revision. A committee may be appointed to submit a revised set of By-laws as a substitute for the existing By-laws by a majority vote at a meeting of Actors Circle. The requirements for adoption of revised By-laws shall be the same as in the case of amendments.

ARTICLE XI - PERSONAL LIABILITY OF DIRECTORS

Section 1. Limitation of Liability. To the fullest extent that the law of the Commonwealth of Pennsylvania permits the elimination or limitation of the liability of directors of nonprofit corporations, no director of Actors Circle shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director. No amendment or repeal of this Section 1 shall apply to or have any effect on the liability or alleged liability of any director or Actors Circle except with respect to acts taken, or not taken, by a director subsequent to the amendment or repeal of this Section 1.

Amended April 14, 2020