

The Crescent Players
Amended and Restated Code of Regulations

We, the undersigned, being all of the Board of the Crescent Players community theater organization, hereby represent that the following action was taken by the majority of the Members of the Organization present at the special meeting of the Members on [REDACTED], 2024.

The Members of the Organization hereby amend and restate the Code of Regulations of the Organization in its entirety. The following amended and restated Code of Regulations shall supersede any and all prior versions in their entirety:

ARTICLE I:
Organization

- 1.1 **NAME.** The name of the organization shall be The Crescent Players, and hereinafter called the “Organization.”
- 1.2 **PRINCIPAL OFFICE.** The principal office of the Organization is located in Auglaize County, Ohio.
- 1.3 **PURPOSE.** The Organization is organized exclusively for charitable and educational purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code. These purposes primarily include providing the Organization the ability to enhance cultural and artistic development and awareness of the performing arts. The Organization may sponsor cooperative planning, research, fundraising, and public, educational programs and scholarships; it may administer property, as well as undertake such other services and programs deemed necessary to encourage participation and appreciation of the arts by all citizens in the area. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its members, officers, or private persons, except that the Organization 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 the Articles of the Incorporation of the Organization. Conduct such other activities as are suitable and proper in connection with the fulfillment of the foregoing purposes and which are consistent with the intent and requirements of the Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). In the event of dissolution, see Article X for distribution of assets.

ARTICLE II:
Members

- 2.1 **MEMBERS.** Membership is voluntary. Any individual is eligible to become a Member of the Organization if they meet the member requirements listed below.

2.2 **MEMBER REQUIREMENTS.** Each Member, must be 18 years of age or older, must have served the Organization in some capacity, paid the dues as set by the Board, and must have attended one (1) meeting of the Members during the preceding twelve month period.

2.3 **MEMBER VOTING.** Each dues-paying Member shall have one (1) vote in the election of Board Members and in all other matters brought before the Members by the Board. A Member must be present to vote and cannot vote by proxy. Any action permitted or required of the Members, including the election of Board Members, may be approved by the affirmative of the majority of the Members present at such meeting; provided, however, that the Board may veto any such decisions, other than elections of Board Members, by a vote of at least two-thirds of the Board.

ARTICLE III: Meetings

3.1 **ANNUAL MEETING OF THE MEMBERS.** The annual meeting of the Members shall be held on or before the 30th day of June each year at a time and place designated by the Board. Every year, the Members will elect members to the Board according to vacancy. The Board shall meet immediately following the Annual Meeting of the Members to conduct such other business as may come before the Board.

3.2 **REGULAR MEETINGS.** The Board shall meet at least once a month and may establish regular meeting dates for the entire Organization, in which event notice of such regular monthly meeting will not be required.

3.3 **SPECIAL MEETINGS.** Special Meetings of the Members may be called by the President, a majority vote of the Board, or upon a Member's written request submitted to the President. Notice shall be given to the Members at least seven (7) days prior to the date of a special meeting of the Members.

3.4 **EXECUTIVE MEETINGS OF THE BOARD.** The Board can call executive meetings of the Board at any time.

3.5 **NOTICE OF MEETINGS.** Notice of any meeting of the Members shall be given by a member of the Board at least seven (7) days prior to the date. The Secretary shall promptly notify the Members via electronic mail, or such other means deemed sufficient by the Secretary to provide proper notice of the annual meeting of the Members and notice of any regular monthly or special meeting dates.

ARTICLE IV: The Board

4.1 **POWERS.** The policies, property, activities, and affairs of the Organization shall be determined, managed, and controlled by the Board.

- 4.2 **NUMBER.** The Board shall consist of at least five (5) Members and no more than seven (7) Members.
- 4.3 **TERM.** The term of each Board Member shall be two (2) years. The Board Members shall be elected at the annual meeting of the Members. All Board Members shall remain in office until their successors have been duly elected and qualified. A person that has previously served as a Board Member may be reelected as a Board Member.
- 4.4 **BOARD MEMBER REQUIREMENTS.** Nominees for the Board must be Members of the Organization and must have served the Organization in some capacity during the twelve month period prior to the annual election, paid the dues as set by the Board, and must have attended one (1) meeting of the Members during the preceding twelve month period.
- 4.5 **ELECTION.** Members of the Board shall be elected by a majority of the Members of the Organization at the annual meeting of the Members. The Members shall act as a nominating committee and shall present any candidate(s) for election. Additional nominations may be made by Board Members at the meeting. In the event that an annual meeting of the Members is not held or in the event that the nominated Members are not at an annual meeting, then the Board Members may be elected at the following regular meeting of the Members or at a special meeting of the Members called for that purpose.
- 4.6 **VOTING.** Each Board Member shall be entitled to one vote on matters brought before the Board. A Board Member must be present to vote and cannot vote by proxy. Any action permitted or required of the Board shall be approved by the affirmative vote of a majority of the Board Members present at such meeting. A majority of the elected Board Members shall be necessary to constitute a quorum for a meeting of the Board. However, a majority of the Board Members then in office shall constitute a quorum in the case of a vacant Board Member position.
- 4.7 **VACANCIES.** A vacancy in a position of Board Member may be filled for the unexpired term by a majority vote of the Boards; then into office at the next regular meeting of the Board or at a special meeting called for that purpose.
- 4.8 **RULE MAKING AUTHORITY.** The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Organization.
- 4.9 **REMOVAL AND DISQUALIFICATION.** A Board Member may be removed by a two-thirds vote of the Board at any duly scheduled meeting. A Board Member who misses more than two (2) consecutive Board meetings without communication will lose his or her position on the Board; however, the Board may waive this provision if a failure to attend is beyond the control of said Board Member. The President shall notify the Board Member of his or her removal from the Board under this paragraph.

**ARTICLE V:
Officers of the Organization**

- 5.1 **OFFICERS.** The principal officers of the Organization are the President, Vice President, Secretary, and Treasurer. The Board may establish additional offices and delegate such duties to such offices as it may from time to time deem necessary or appropriate. Collectively, the officers will ensure that the secretarial and treasurers' books will be audited before the end of each fiscal year.
- 5.2 **ELECTION AND TERM.** The Officers of the Organization shall be elected by the Board and shall hold such officer positions for a term of two (2) years or until their successors are elected and qualified. One person may hold more than one office, except that the President and Secretary cannot be the same person.
- 5.3 **PRESIDENT.** The President shall be the chief executive officer of the Organization and shall have supervision over the activities and operations of the Organization and shall preside at the meetings. The President is subject, however, to the supervision and control of the Board. The President shall perform such other duties as from time to time may be assigned by the Board.
- 5.4 **VICE PRESIDENT.** In the absence or disability of the President, or when so directed by the President, the Vice President shall perform all duties of the President, and when so acting, shall have all the powers of, and shall be subject to all the restrictions upon, the President. The Vice President shall also perform such duties as from time to time may be assigned by the Board.
- 5.5 **SECRETARY.** The Secretary shall keep a membership book containing the names and e-mail addresses of each Member and each Board Member. The Secretary shall record all votes of the Members and of the Board Members and the minutes for the meetings of the Members and the meetings of the Board in the books to be kept for that purpose. The Secretary shall transmit notices and communications to the Members and the Board. The Secretary shall have the authority to attest to or certify all legal documents or instruments executed on behalf of the Organization. The Secretary shall also in general perform all duties as may from time to time be assigned by the Board or the President. The Secretary shall report a summary of the last meeting's minutes at the beginning of each meeting.
- 5.6 **TREASURER.** The Treasurer shall have charge of all receipts and disbursements of the Organization and shall maintain the financial records of the Organization in accordance with generally acceptable accounting procedures. The Treasurer has the authority to receive and disburse funds in order to satisfy authorized expenditures and is responsible to the Board for all financial transactions of the Board. The Treasurer shall collect the dues of the Members and Board Members. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board or the President. The Treasurer shall supply the Board and Members the financial status at each meeting.
- 5.7 **REMOVAL.** An Officer may be removed by a two-thirds vote of the Board at any duly scheduled meeting. An Officer may be removed from office yet remain a member of

the Board. The President shall notify the Board Member of his or her removal from office under this paragraph.

**ARTICLE VI:
Committees**

- 6.1 **COMMITTEES.** The Board may appoint, with majority approval, committees as the President and the Board determine to be advisable. The Members of any such committee shall serve at the pleasure of the Board and shall be subject to its control and discretion. Each committee may elect a chairperson, or co-chairs, to lead and delegate the tasks within said committee. The President shall be an ex-officio member of each such committee.

**ARTICLE VII:
Fiscal Year**

- 7.1 **FISCAL YEAR.** The fiscal year of the Organization shall be July 1 through June 30.

**ARTICLE VIII:
Indemnification**

- 8.1 **INDEMNIFICATION.** The Organization shall indemnify any person from and against any and all threatened, pending, or completed claims, suits, proceedings, judgments, or fines, whether civil, criminal, administrative, or investigative (other than a suit by the Organization) by reason of the fact that such person is or was serving as a Board Member, Officer, or Member of the Organization, to the fullest extent permitted by law.

**ARTICLE IX:
Amendments**

- 9.1 **AMENDMENTS.** The provisions of this Code of Regulations may be amended by a majority vote of the Board at any duly scheduled meeting.

**ARTICLE X:
Dissolution**

- 10.1 **DISSOLUTION PROCESS.** A petition for dissolution of the Association may be presented in writing to a meeting of the general membership by any member in good standing and must contain the signature of three-fourths of the total membership of the Association. Upon receipt of the petition for dissolution by the total membership, the Association shall act upon the petition at the next general membership meeting. The Association shall be considered dissolved if three-fourths of the total membership vote by secret ballot in favor of dissolution. The effective date of dissolution shall be thirty (30) days from the date of the vote, thus allowing for the disposal of assets and liabilities.

10.2 **DISTRIBUTION OF ASSETS.** Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes with the meaning of the Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to the state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes, or to the such Organization as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI:
Parliamentary Procedure**

11.1 **ROBERT’S RULES OF ORDER.** Robert’s Rules of Order shall be considered the authority and shall govern on all matters involving parliamentary procedure except in cases where the same conflict with this Code of Regulations or any provisions of law, in which cases this Code of Regulations and the applicable law shall prevail.

This Amendment to the Code of Regulations of the Crescent Players has been voted on and approved by a majority of the Members of the Organization present at the special meeting on _____, 2024.

_____, President
_____, Vice President
_____, Secretary
_____, Treasurer
_____, Member at Large
_____, Member at Large
_____, Member at Large