

BYLAWS

**FOUNTAIN SQUARE PLAYERS, INC.
416 EAST MAIN STREET
BOWLING GREEN, KY 42101
REVISED OCTOBER 1998**

PREAMBLE

These bylaws have been formulated to aid Fountain Square Players, Inc. in providing for the production, appreciation and enjoyment of all phases of community theater and are therefore adopted so its Board of Directors may manage its affairs in an orderly and efficient manner.

ARTICLE I

MEMBERSHIP

SECTION I. GENERAL MEMBERSHIP

- a) Membership in the Fountain Square Players may be acquired by completing and submitting a membership form, along with the appropriate membership dues to the FSP Membership Committee.
- b) Dues shall be set at three (3) different rates: students (through college); individuals; and family. The amount of the rates/dues shall be determined by the Board of Directors by a majority vote.
- c) Dues are required for anyone performing any activity for Fountain Square Players.
- d) Membership runs for the season starting September 1st and ending August 31st of the following year.
- e) Members are entitled to participate in FSP productions, to attend FSP social events, to attend and have input at monthly Board meetings, and to receive the member newsletter.
- f) Except as noted in Article III, Section 1 (f) herein, members eighteen (18) years of age and older are entitled to vote at Board meetings.

SECTION II. MEMBERSHIP OF BOARD OF DIRECTORS

- a) The Board of Directors of Fountain Square Players, Inc. shall consist of fifteen (15) directors. The directors shall serve without pay. Immediate family members (parent, spouse, child, sibling) may not serve concurrently.

- b) Whenever a vacancy on the Board occurs, the general membership shall be notified. Any member in good standing and having at least six (6) months tenure may nominate himself/herself or may be nominated by any other member in good standing to fill said vacancy. he nominees shall be considered and voted upon at a regular Board meeting scheduled no sooner than fourteen (14) days following the aforementioned notification. Nominations may be submitted to the membership Committee prior to the election, or they may be made from the floor at the time of the meeting if the nominee has given prior consent. A nominee must receive a majority of the votes cast by the general membership at said meeting in order to fill the vacancy.
- c) A director may serve indefinitely unless he/she fails to keep his/her membership dues current; misses six (6) or more regularly scheduled Board meetings during a single season (job conflicts excused); fails to actively participate in at least two (2) productions during a regular season; or until he/she submits a letter of resignation to the Board of Directors. It shall be the President*s responsibility to monitor these criteria and to resolve any infractions thereof.

ARTICLE II

OFFICERS OF THE BOARD

SECTION I. ANNUAL ELECTIONS

The Directors shall annually elect a President, Vice-President, Secretary, and a Treasurer from among themselves. In June of each year, the President shall appoint an ad hoc committee of at least three (3) directors who shall select and notify nominees to serve as officers of the Board. This slate of prospective officers shall be presented for approval by the general membership at the August meeting. The new officers shall assume their responsibilities at the September Board meeting. Membership on the ad hoc committee does not preclude one*s nomination.

SECTION II. DUTIES OF THE OFFICERS

- a) The President shall preside at regular Board meetings following the prescribed format under Board Meetings.
- b) The Vice-President shall preside at regular Board meetings in the absence of the President and shall also chair one of the standing committees.
- c) The Secretary shall record the minutes of the meeting, and conduct any correspondence as directed by the Board.
- d) The Treasurer shall receive and disburse all moneys upon the instruction of the Board and make monthly and annual reports to the Board.

- e) Each officer may serve one (1) year with re-election possible.

ARTICLE III

MEETINGS

SECTION I. BOARD MEETINGS

- a) The Board of Directors shall meet monthly to conduct the affairs of the Fountain Square Players, Inc.
- b) The President of the Board or an officer designated by the President shall preside at the meeting.
- c) The format for the Board meeting shall consist of a reading of the previous minutes; a treasurer*s report; consideration of old business; and new business.
- d) The minutes of the Board meeting shall be recorded by the secretary.
- e) Sixty percent of the current directors (normally nine (9)) must be present at a meeting to constitute a quorum. If a director can not attend a meeting, he/she may contact the President and give the President his/her proxy vote which may be used for any of the following actions: filling board vacancies including election of officers; play selection; or to authorize business transactions over \$250.
- f) The season*s play selection and business transactions involving Fountain Square Players properties or the expenditure of more than \$250.00 of FSP funds must first be placed in the form of a motion, seconded, allowed time for discussion, and then approved by the Board, having cast at least an eighty percent (80%) affirmative vote.
- g) All other items of business brought before the Board may be voted upon and approved by a simple majority of the general membership present at a meeting.

SECTION II. COMMITTEES

- a) There shall be at least eight (8) standing committees to serve under the oversight of the Board of Directors.
- b) These committees shall consist of the Season Planning; House Management; Scholarship; Special Events; Membership/Newsletter; Publicity; Program; and Historian committees.
- c) Each committee shall be chaired by a Board Member with at least three (3) other volunteers serving on the committee.

- d) The Board shall annually select the chairmen of these committees from among themselves at the September Board meeting. All non-officer directors shall serve as either a chair or vice-chair of a committee.
- e) Guidelines for the functioning of these committees shall be formulated and provided in written form by the Board.
- f) Each committee chairman will see to it that their committee meets in a timely fashion and that responsible reports are made to the Board.
- g) Ad hoc committees may be formed at the discretion of the Board.
- h) The Board may designate a member to act as Historian, for the purpose of maintaining FSP scrapbooks, retain a poster, program, and any other memorabilia for each show, and take or collect pictures.

ARTICLE IV

AMENDMENTS

Amendments to these bylaws may be made at not more than two Board meetings during a season, providing the amendments have been made known to the general membership at least two (2) months prior to the meeting at which they shall be voted upon. The proposed amendment(s) shall be adopted if approved by a simple majority of the general membership present at said meeting.

Effective April 11, 1996
Amended October 8, 1998