

UNIVERSITY DRAMA GROUP, INC.

T/A

CHAPEL STREET PLAYERS

BY-LAWS

Revised August 12, 2013

ARTICLE I - NAME

The official name of this organization is the UNIVERSITY DRAMA GROUP, INC. It is also known as, and may conduct business under the name of the CHAPEL STREET PLAYERS (referred to herein as CSP).

ARTICLE II - PURPOSE

The purpose of CSP is to produce or sponsor the presentation of plays for the entertainment, Education, and cultural development of the community.

To carry out its purpose, CSP activities may include

1. Producing plays on a regular annual schedule for presentation to its membership and the General public.
2. Providing its members and the general public the opportunity to participate in various phases of the theater and discussing and studying the various aspects of theater.
3. Experimenting with new plays and new techniques of presentation.

ARTICLE III – SUCCESSION

These By-laws supersede all previous documents of a similar nature, both constitutions and By-laws, and serve as the sole set of governing rules of CSP under the authority of the Certificate of Incorporation and its Amendments. Nothing in these By-laws shall be construed in such a way as to make them contrary to any provisions in the Certificate of Incorporation or its Amendments.

ARTICLE IV - MEMBERSHIP

Any interested person becomes a member of CSP when an application form is completed and turned in to the Membership Committee or Membership Chairperson and when any applicable dues are paid.

There are five grades of membership:

Subscribing Member – This grade is open to anyone. A Subscribing Member is entitled to attend all Shows defined in the subscription/membership application. A Subscribing Member may not vote at the Membership Meetings and may not hold office. They are referred to herein as “Subscribers.”

Volunteer Member – This grade is open to anyone. A Volunteer Member is anyone who volunteers their time/services to CSP. This includes but is not limited to: acting in shows, crewing shows, directing a show, ushering, hospitality, working in box office, set construction, or serving as a member of a committee. A Volunteer Member may not vote at the Membership Meetings and may not hold office. They do not have to fill out a membership application. They are referred to herein as “Volunteers.”

Voting Member – A Voting Member may vote at Membership Meetings as described in Article VII. They may hold office. A Voting Member must be **both** a Subscriber during the current season, as well as have been a Volunteer member during the current season or the immediate past season. Any current board member is also considered a Voting Member.

CSP will maintain official records of production credits/ volunteer efforts by collecting this data from the show Programs, Box Office staffing and ushering records, and appropriate Board Chairs.

Emeritus Member – This grade is awarded by vote of the Board to such persons who have rendered long and valued service and who are no longer active in the organization. They are entitled to be a Subscriber without paying any fees/dues. They are free to still volunteer. They may elect to be a Voting Member but may not hold office.

Lifetime Member – This grade is awarded by vote of the Board to such persons who have given valued service in the organization. They are entitled to be a Subscriber without paying any fees/dues. They are free to still volunteer. They may elect to be a Voting Member and may hold office.

ARTICLE V - MEMBERSHIP YEAR

The Membership Year runs from August 1st to July 31st of the following year.

ARTICLE VI - CURRENT AUDIT MEMBERSHIP

The Current Audit Membership is defined as the total number of Voting Members determined by a count taken not more than 15 days before any required notice or vote.

ARTICLE VII - MEETINGS

Board Meetings- A meeting of the Board of Directors as described in Article X will be held monthly at the theater. No rehearsals and/or other activities may be held in the theater during such a meeting. All meetings shall be open to all members, however, it is the discretion of the board to ask individuals who are not board members to excuse themselves from the meeting during discussions that require confidentiality, or in some manner may be impeded by the presence of other than the Board of Directors.

A quorum for conducting business shall be 40% of the Board members.

Membership Meetings- Four Membership Meetings shall be held per year. They are held at the theatre following the Board Meetings in the months of September, December, March, and June. All members are encouraged to attend these meetings; however, only Voting Members will be asked to vote on any action/motions during the meetings. An informal “consensus” may be taken with all members present.

A voting quorum at Membership Meetings shall consist of 15% of the Current Audit (Voting) Membership, and is only required for voting on Amendments to the Certificate of Incorporation, the By-laws, or Dissolution of the Corporation.

A quorum may be represented either in person or by proxy.

ARTICLE VIII- RULES OF GOVERNMENT

All meetings of CSP or its component committees shall be governed by the current edition of Robert’s Rules of Order.

A written proxy may be cast as a vote on individual questions at all meetings of the organization provided the question has been published in advance and has not been amended since publication.

ARTICLE IX- DUES AND TICKET PRICES

The amount and manner of the payment of dues for the forthcoming Membership Year, if applicable, shall be set by the Board in sufficient time for publication in the Membership Application. Ticket prices shall be at the discretion of the Board.

ARTICLE X- BOARD OF DIRECTORS

The Board of Directors (referred to herein as the Board) is responsible for the general supervision of all activities, within the framework of the Certificate of Incorporation, its Amendments, and these By-laws.

The Board shall take no action which might imperil the tax-exempt status of the organization

The Board of Directors shall meet monthly as described in Article VII.

ARTICLE XI - NOMINATIONS AND ELECTIONS

The Nominating Committee shall be appointed by the President at the March Membership meeting. The committee shall consist of at least one Board member and may contain Voting Members not on the Board.

The positions open for election will be announced at the March Membership meeting. A notice shall also be sent to any absent Voting Members.

The Nominating Committee may nominate Voting Members, with their consent, for any position open for election. Non-Voting members may be nominated by the Committee, with their consent and agreement to fulfill the obligations of a Voting Member upon assuming office. Voting Members may also nominate any Voting Member, including themselves, for election. Such nominations shall be in the form of a written statement, signed by 5 Voting members , and delivered to the Committee by May 15th. It shall include a signed declaration by the nominee of willingness to serve. Such nominees may not be removed from the ballot without their written consent.

By June 1st the Nominating Committee shall send a ballot containing the names of all nominees for contested offices, without discrimination, to the Voting Membership. The return ballot shall contain instructions to be postmarked by June 20th.

The Nominating Committee shall meet after June 20th and before the July board meeting to determine the outcome of the election. They shall immediately notify the President and Secretary to ensure that the outcome of the election is announced at the July board meeting, with the expectation that new Board members will take office at the August meeting.

ARTICLE XII- TERMS OF OFFICE

All Officers of the Corporation and Members of the Board must be Voting Members upon assuming their duties in August. They may continue to hold office only so long as they remain Voting members.

Officers: President, Executive Vice President, Secretary, Treasurer.

Additional Members of the board: VP Artistic Production, VP Development,

VP Programming, VP House Management, VP Facilities,
VP Marketing, VP Box Office, VP Volunteerism, VP Technical Production, and Historian.

Officers of the of the Corporation and Members of the Board shall be referred to hereafter as “Board Members”.

All Board Members shall be elected for two year terms. Terms will be staggered such that only half of the terms will expire in a given year.

Elected in odd numbered years:

VP of : President, Vice President, Historian,
Artistic Production, Programming, Marketing, & Volunteerism.

Elected in even numbered year:

VP of: Secretary, Treasurer,
Facilities, House Management, Development, Technical Production & Box Office

In the event the Board is enlarged or contracted, elections shall be arranged such that approximately one-half of the Board continues to be elected each year.

Board Members, including Officers of the Corporation are elected by ballot of the Voting Members for contested positions, as provided in Article XI, and by majority vote of the Board at the June Board meeting for uncontested positions. Newly elected Board Members take office July 31st of the year in which they are elected.

In the event that a board position becomes vacant, an interim appointment of any Voting Member may be made by the President, with the consent of a majority of the Board, for the remainder of the unexpired term.

In the event that dismissal of a Board Member becomes necessary, such dismissal must be recommended by a current Board Member for just cause and then decided on by a 2/3 vote of the remaining Board Members. (This vote may be by written proxy if a Board Member is unable to attend the meeting.)

ARTICLE XIII - DUTIES OF BOARD MEMBERS

All Board Members must be subscribers while serving on the Board. Executive Officers and Vice Presidents must attend all Board and Membership (general) meetings.

Absences must be excused by an Officer of the board and can include but are not limited to illness, death in the family, obligations to work, family, other CSP functions, or other theatrical endeavors. More than four consecutive excused absences, however, is grounds for removal from office by the Board. More than two unexcused consecutive absences is also grounds for removal from office by the board.

Chairpersons have the option of attending board meetings but are not required to do so. Chairpersons may serve as a Board Member on Duty for shows.

Only Executive Officers and Vice Presidents are voting Board Members for Board approved actions; but Chairpersons are considered Voting Members for all Membership votes. Chairpersons may and are encouraged to participate in meeting discussions.

Executive Officers and Vice Presidents receive a budget for the year from the Treasurer to be used solely for their specific task area as needed (try not to spend it!). Expenses must be documented and submitted to Treasurer for reimbursement. Chairpersons may receive a budget figure from the Vice President to whom he or she reports.

All Executive Officers, Vice Presidents, and Chairpersons may appoint committees or other individuals to aid in the execution of their tasks; however the responsibility of the task ultimately belongs to the Executive Officer or Vice President to which it is assigned. The individual tasks assigned to each Board position are as follows:

EXECUTIVE OFFICERS:

President

1. Calls, creates agenda, and presides over meetings of the Board and the Membership
2. Creates messages from the President for the program and approves all show programs
3. Serves as ambassador for CSP in working with outside agencies and other theaters
4. Responsible for monitoring performance of other Board members and assisting them with the execution of their duties when necessary
5. Authorized to appoint annual nominating committee and any ad hoc committees to aid in any task
6. Is entitled to serve as ex officio member of all committees
7. Does not vote on Board actions, but decides all Board votes that are tied
8. Organizes and disseminates yearly outline of deadlines, due dates, etc for Board responsibilities
9. Sets overall goals for CSP with Board input
10. Responsible for arranging a board member on duty for each CSP performance

Executive Vice President

1. Presides over meetings of the Board in the absence of the President
2. Assists the President in any other manner necessary
3. Maintains the distribution and collection of keys to all doors, entranceways, and other locked devices for the theater. Must maintain an accurate record of keys inventory
4. Responsible for conduct of internal audit in odd years and external audit in even years
5. Has oversight of the following chairpersons:

Chair of Scheduling: Maintains the schedule for the building including performances, rehearsal usage, auditions, construction, cleaning, and all other usage in consultation with effected chair persons. Must post the building schedule in the theater for all to access

Chair of Rentals: Negotiates and submits to the Board, any requests for use of the building for non-CSP purposes, including recommendations for payments or donations after consultation with the Treasurer. Such uses must be checked to ensure that they do not imperil the tax-exempt status of the organization. Such uses must be approved by a Board majority.

Secretary

1. Takes, distributes, and keeps all minutes of Board meetings of the organization
2. Is responsible for the arrangement and sending of cards/gifts for occasions such as but not limited to condolences, sympathy, etc on behalf of the board by motion to do so. Submits itemized expenses to the treasurer for such purposes
3. Retrieves and disseminates mail from PO Box and Mail slot at 27 N. Chapel
4. Retrieves and disseminates e-mail messages from the general e-mail address
5. Maintains office printer/copier and computer including supplies
6. Responsible for maintaining the annual lease with tenant and soliciting for new tenant(s) when necessary
7. Oversee the following chairpersons:

Chair of Donations: Handles all requests by outside organizations and individuals for free tickets to productions and other ticketed events

Chair of Database: Supplies sign-up lists in lobby and lounge for patrons to leave their name, mailing address, and e-mail address. Supplies copies to VP of Volunteerism for e-mail list and keeps excel database of postal addresses. Supplies excel database to Marketing or other positions when required.

Treasurer

1. Receives and deposits dues, ticket fees, and other payments to the organization.
2. Pays all properly authorized expenses
3. Maintains proper accounting records of all financial transactions
4. Provides a current financial report at each Board meeting
5. Provides a year-end statement for presentation to the Board
6. Prepares and files required forms the IRS purposes in a timely manner as required by law
7. Recommends all prices and fees for approval by the Board
8. Prepares Operating Budget for Board approval prior to the beginning of the fiscal year
9. Maintains account information/contracts for Box Office credit card transactions

VICE PRESIDENTS:

Vice President of Volunteerism

1. Responsible for oversight of the CSP Code of Conduct document
2. Responsible for recruiting, explaining the Code of Conduct, and ensuring training of volunteers for all areas of theater
3. Maintains list of volunteers eligible for Voting Membership
4. Provides snacks for strike/builds and tracks attendance to strike/builds
5. Solicits board and directors for annual awards recipients and updates plaques
6. Maintains Memory Wall and CSP recognition plaques
7. Has oversight of the following chairpersons:

Chair of End-Of-Season Party: Responsible for planning, coordinating, and implementing the End-Of-Season Party on the third Saturday in July. Secures a location and arranges for food, drinks, and activities with assistance from volunteers and the board.

Vice President of Development

1. Prepares and submits an annual funding development plan and carries it out. This plan will include but not be limited to, making applications for grants and donations from corporate, government, and private sources of funding.
2. Maintains Development interest list throughout the year
3. Develops corporate sponsorship
4. Maintains relationship/liaison with Delaware Division of the Arts; attends workshops/seminars offered by DDOA for purposes of grant application

Chair of Ads/Exchanges: Establishes special partnerships, program information exchange, discounts with local businesses with an emphasis on those within the City of Newark

Chair of Drives/Campaigns: Establishes special partnerships, program information exchange, discounts with local businesses with an emphasis on those within the City of Newark

Vice President of House Management

1. Responsible for obtaining and maintaining refreshments inventory for each main show of the season; Also maintains serving supplies such as plates, cups, and napkins.
2. Responsible for the upkeep and cleanliness of the serving area
3. Responsible for the oversight of the following chairpersons:

Chair of Ushers: Responsible for obtaining at least 2 ushers for every CSP performance but not outside rentals. Responsible for soda/water/snack sales during intermission of all CSP performances, and may do as a fundraising opportunity during other uses of the theater.

Chair of Hospitality: Responsible for opening night Wine and Cheese party for the four main shows of the season including inventory, staff, set-up and clean-up

Chair of Artwork: Responsible for arranging a display artist for the run of each main season show, including arranging the display with the artist in the James Lounge of the theater

Vice President of Facilities

1. Responsible for the safety, security, housekeeping, cleaning, repairs, and general maintenance (including improvements) of 27 North Chapel Street (the theater) including all outside property (driveway, parking lot, grass, etc)
2. Responsible for the safety, repairs, and general maintenance of 25 North Chapel (the rental property).
3. Arranges all annual property inspections (of 25 & 27) with the City of Newark and to ensure compliance with the Landlord-Tenant Code of Delaware. Notifies the tenant of all inspections and property visits. Includes Fire Inspector, Pest Control, etc of 27.
4. Communicates with tenant(s) of both 25 and 23 North Chapel Street regarding the parking policies for tenant and CSP staff parking lots
5. Responsible for maintaining stock of restroom paper towels, hand soaps, toilet paper, and theatre trash can bags.
6. Responsible for annual snow removal contract and snow removal for 25 & 27.
7. Is the Board liaison with any contractor or outside agency that is hired to fulfill any items listed in item one or for which the Board has contracted a specific service to the theater facilities.
8. Responsible for trash- dumpster removal contract.
9. Responsible for the custodial cleaning contract to ensure cleaning of facility before each run of a show, and as needed in between shows.

10. Oversees the following chairpersons:

Chair of Landscaping: Responsible for the upkeep of the lawn and outside areas of CSP including driveway and parking lot including sweeping, cutting lawn, maintaining shrubs, trees, and flowers.

Chair of Contracted Service: A chair can be appointed to maintain any of the contracted services such as snow removal, cleaning, etc as long as the individual has the skills and equipment to do so.

Vice President of Technical Production

1. Responsible for maintaining and improving the CSP inventory of stage lighting, light and sound equipment, monitoring systems, listening assisted devices, construction (set) materials, tools and paint
2. Trains design/crew members on how to safely and appropriately use all equipment related to production
3. Arranges for any special effects needs for a show, including seeking any necessary approval in accordance with City, State, and Federal law
4. Responsible for the organization, cleanliness, safety, and general maintenance of the technical (sound/lights) booth
5. Ensures the following areas of production are staffed and knowledgeable of CSP policies and procedures: Stage Manager, Set Design and Construction, Set Dressing, Lights, Sound, and any additional production crew as required for the show or requested by the director. Assistants for each position can also be appointed
6. Ensures the proper disposal of hazardous set building and production materials; as well as maintains Stage Managers kit in Green Room
7. Oversees the following chairpersons:

Chair of Equipment: Chairs can be assigned for any or all of the specific areas of equipment including sound, lights, listening assistance as long as the individual is experienced and familiar with such equipment.

Chair of the Scene Shop: Responsible for the organization, cleanliness, safety, and general maintenance of the construction shop in partnership with the VP of Production.

Vice President of Artistic Production

1. Serves as the Board's liaison to the director of each production
2. Organizes a Directors Meeting in early May for upcoming season Directors. The meeting is to include Marketing, Executive VP (for calendar), and VP of Production.
3. Appoints and supervises a Production Manager/Director liaison for each main season show, the One-Acts as whole, FUNdraiser, Special Projects, and any other CSP performances (not rentals).
4. Ensures the following areas of production are staffed and knowledgeable of CSP policies and procedures: Props, Costumes, Make-Up/Hair, Programs, Headshots, and Front of House display. Set Design and Construction, Set Dressing, Lights, Sound, and any additional production crew as required for the show or requested by the director. Assistants for each position can also be appointed
5. Responsible for the Front of House production display including the maintenance of headshot files.

6. Responsible for the general upkeep of Dressing Rooms and Green Room.
7. Oversees the following chairpersons:

Chair of Props: Responsible for the organization, cleanliness, safety, inventory, and general maintenance of the pod and second floor of storage shed (props & furniture); as well as the prop paintings/prints collection in theater.

Chair of Costumes: Responsible for the organization, cleanliness, safety, inventory and general maintenance of the storage shed/construction shop as well as the technical (sound/lights) booth.

Chair of Wigs/Make-up: Responsible for the organization, cleanliness, safety, inventory and general maintenance of the Dressing Room storage of make-up and wigs.

Chair of Programs: Responsible for creating the show program for all CSP productions in collaboration with director, VP of Development, VP of Marketing, and proofing/approval by the President and show director

Chair of Strike-Builds: Responsible for oversight of all Strike-Builds including organizing plans with outgoing and incoming directors and all relevant board members. Provides beverages and snacks for arrival and provides and maintains sign-in sheets of volunteers.

Chair of One-Acts: Responsible for Chairing the casting committee for the One-Acts as explained above. In collaboration with the VP of Production and VP of Performances, has oversight of the directors of the One-Acts and ensuring One-Act policies (see document) be followed

Vice President of Marketing

1. Initiates and coordinates publicity/marketing for all productions and auditions including but not limited to show mailers, press releases, and advertisements. All show mailers must be delivered to the post office for bulk mailing three weeks prior to the opening of each production
2. Initiates and coordinates publicity/marketing for CSP as a whole or for special events such as anniversaries/achievements
3. Maintains CSP press/marketing list
4. Arranges any television, radio, or internet coverage of CSP or its shows
5. Updates the outside marquis for each show
6. Communicates with the director of each show to ascertain if any special “twists” or “spins” can be utilized to promote the show, or if a particular audience should be targeted and to learn of any “warnings” that must be included in any promotional materials.
7. Creates, publishes, and markets the annual Subscription Brochure in conjunction with Programming, Artistic Production and Box Office.
8. Oversee the following chairpersons:

Chair of Photos: Takes photos of all shows and CSP activities (except meetings) as well as headshots which are provided to the VP of Artistic Production.

Chair of Marketing Events: Responsible for arranging participation and staffing of CSP’s presence at any events that have marketing exposure such as Newark Day, other Newark events, or the like.

Chair of E-Resources: Maintains and updates the CSP web site and all social media.

Chair of E-Newsletter: Responsible for gathering timely information about upcoming shows, auditions, and other opportunities/events and disseminating in monthly and/or special e-newsletters to the e-mail database.

Vice President of Programming

1. Appoints programming/play reading committee composed of at least one non-board member and two board members
2. Sets up programs for training personnel in acting and directing
3. Establishes and maintains the programming procedure for the submission of plays and requests to direct, including time and schedule
4. Maintains the script library in CSP
5. Responsible for the following chairpersons:

Chair of Play Selection: Responsible for oversight of committee to select plays and directors for all productions including the Fundraiser, One-Act plays, and any Special Projects; submits for Board approval

Chair of Auditions: Responsible for maintaining audition card supplies and staffing auditions with the director of the show. Provides a casting committee made up of one board member and one other person from production staff or board and the director serves as Chair (except for the One-Acts which the Chair of One-Acts will act as the Chair). The purpose of the committee, is to assist the director in casting the play who has full casting authority for the play, subject to final Board approval

Chair of Royalties/Scripts: Responsible for securing performance rights for all performances and then ordering and distributing scripts for all performances.

Vice President of Box Office

1. Has responsibility for all box office operation including but not limited to obtaining tickets, managing reservations, group sales, seating arrangements and procedures
2. Responsible for staffing the box office for two weeks prior to every play to arrange reservations.
3. Responsible for changing the Box Office answering machine announcement of each new play
4. Responsible for completing an account of each performance to include number and type of ticket sold as well as gross receipts
5. Maintains the list (database) of all levels of Subscribers and provides current lists to the Board.
6. Responsible for the organization and cleanliness of Box Office space

Vice President of History

1. Maintains a permanent file of programs, publicity, pictures and other records pertaining to the activities of the organization
2. Responsible for such displays as are deemed appropriate of such materials

ARTICLE XIV- OPERATING PROCEDURES

Each member of the Board must establish and maintain a manual of operating procedures for the areas for which he/she is responsible. Where functions overlap, those responsible should discuss the wording of the procedures. The Board may revise these procedures as deemed necessary. As the Board passes new policies or makes amendments to those in existence- such changes or additions must be added to the respective operating procedure manual.

ARTICLE XV- BOARD OF TRUSTEES

The Board may, at its discretion, establish a Board of Trustees to perform whatever functions are deemed appropriate. Should such a Board of Trustees be established, the Board of Directors may elect or remove its members as required, and may dissolve the Board of Trustees if desired.

ARTICLE XVI- DISSOLVING THE CORPORATION

A decision to dissolve the Corporation must be approved by the Voting Membership either at a Membership Meeting, or by mail ballot, or proxy where 30 days notification and 30 days to return ballots are given. In either in person or by proxy. All Board members must vote.

To dissolve the Corporation, the Board, having established authorization through the above vote, shall do so as described in the Certificate of Incorporation as amended December 27,1967, under section "8th".

ARTICLE XVII- AMENDMENTS

Any Voting Member of the organization may propose Amendments to the By-laws. If such Amendments are submitted in signed by at least 10% of the Current Audit Membership, but is not approved by a 2/3 vote of the Board within 60 days, the proposed Amendment(s) must be submitted for a vote by the Voting Members, as described below.

If the Board proposes Amendments, the Voting Membership must be given 60 days written notice of the proposes Amendment(s) before the Board can vote on final approval. If during that time the Board receives a written demand signed by at least 10% of the Current Audit Membership for the Amendment(s) to be submitted to a Membership vote, such a vote must be taken, as described below. If there is no such demand, the Amendments will be adopted if approved by at least 2/3 of the Board, with every Board Member voting either in person or by written proxy.

The Board shall notify the Voting Members of the substance of any Amendments to be considered and the Board's recommended action at least 30 days prior to a Member Meeting. Proposed Amendments and the Board's recommendations shall be read at the Membership Meeting. A two-thirds vote is required to adopt any amendment and a quorum must be represented, as described in Article VII. If a quorum is not represented, the Amendment(s) must be submitted to the entire Current Audit Membership by mail within 60 days, at which point at least 2/3 of those voting and 1/5 of the Current Audit Membership must respond in favor for the Amendment(s) to be adopted.