

ANNOTATED PROPOSED BY-LAW AMENDMENTS – 4/1/21

(Proposed additions to the current By-Laws are in bold; proposed deletions from the current By-Laws are in strike-through mode)

THE COMMUNITY PLAYERS OF CONCORD, NEW HAMPSHIRE, INC.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility: Any individual (regardless of race, ~~sex, creed or national origin~~ **political orientation, religion, gender, sexual orientation, age, national origin, ethnicity, ancestry, marital status, veteran status, or mental or physical disability or any other status protected by applicable law**) who is in accord with the general aims and purposes of the corporation may qualify for membership upon application through any present member of the Players, in such form as the Board of Directors may from time to time approve. **Applications for membership may be made at any time.**

SECTION 2. Membership: **The membership year runs from July 1 of each year through June 30 of the following year. Membership must be renewed each year by application and the payment of dues, except for Honorary Members and Life Members, who are exempt from application and payment of dues.** Voting privileges are given to members age 16 or older. Membership ~~shall be categorized~~ **categories shall be** as follows:

A. INDIVIDUAL MEMBER: Upon **application and** payment of **annual** dues any individual qualified under Section 1. Active participation in the affairs of the Players is welcomed.

B. HOUSEHOLD MEMBER: Upon **application and** payment of **annual** dues, ~~each member (adults and/or any children age 15 and under)~~ **any individual** qualified under Section 1. Active participation in the affairs of the Players is welcomed.

~~JUNIOR MEMBER: Upon payment of dues, each child age 15 or under qualified under Section 1. Active participation in the affairs of the Players is welcomed.~~

~~Annual dues amount shall be reviewed by the Board of Directors each year. Any increase in dues shall require a vote of the general membership at a general membership meeting called for this purpose.~~

~~SECTION 3. **C. Friends Friend Of The Community Players:** Any individual or household so desiring shall become a Friend of the Community Players upon **application and** payment of annual dues. A Friend of the Community Players shall be entitled to all the rights and privileges of an individual member. Additional privileges may be conferred upon "Friends" as the Board of Directors may from time to time direct.~~

~~SECTION 4. Payment of Dues: Failure to pay dues as provided in Sections 2 and 3 shall be grounds for suspension from such membership. In this connection, the Board of Directors from time to time shall direct the Secretary to notify, in writing, any members who have failed to comply with the dues requirements of membership. The Board of Directors may suspend from membership any member who fails to satisfy said requirements within a reasonable time following notice of default, such suspension to continue until such default is cured.~~

~~SECTION 5. **D. Honorary Membership:** Upon majority vote of the members present and voting at any meeting, honorary membership may be bestowed upon any individual who, although not desiring or eligible for regular membership, makes some particularly outstanding contributions to the affairs and activities of the corporation. **The honorary membership shall be in effect for one year from the time it is bestowed and during that period the Honorary Member shall be entitled to all the rights and privileges of an individual member.**~~

~~SECTION 6. **E. Life Membership:** Upon majority vote of the Board of Directors, life membership may be bestowed on any current or past member who has consistently made outstanding contribution to the affairs and activities of~~

the corporation. Life members enjoy all privileges of membership, but are exempt from **annual application and** payment of dues.

SECTION 3. Payment of Dues: Annual dues apply to the period from July 1 through June 30 of the following year. Failure to pay annual dues on or before July 1 shall result in automatic suspension of voting privileges, such suspension to continue until said annual dues have been paid. If said annual dues are not paid prior to September 1, then membership shall automatically terminate.

SECTION 4. Annual Dues Payable: Annual dues amounts for Individual Members, Household Members, and Friends of the Community Players shall be reviewed by the Board of Directors each year. Any increase in annual dues shall require a vote of the general membership at a general membership meeting called for this purpose.

ARTICLE II

Officers: Election, Powers, and Duties

SECTION I. Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall consist of ten (10) directors, four of whom shall be the current President, Vice-President, Secretary, and Treasurer; however, when the general membership elects a new President, his or her predecessor, the outgoing President, shall become a director and serve on the board for one year following his/her term as president, bringing the total number of directors to eleven for that year.

SECTION 2. Election: The President, Vice-President, Secretary and Treasurer and ~~three (3)~~ directors shall be elected by the members at the annual meeting of the corporation, except that an outgoing President shall **automatically** become a director for a one-year term.

SECTION 3. Terms, Vacancies: The President, Vice-President, Secretary and Treasurer shall serve for the term of one (1) year and until their successors are chosen and qualified. The six remaining members of the Board of Directors shall serve as follows: ~~The present directors shall serve out their respective terms and their replacements when elected, or appointed, shall keep that elec-~~

tion on a two (2) year basis. ~~One new director who shall be the outgoing President shall be appointed to a one year term. All directors shall serve until their successors are duly chosen and qualified.~~ **for the term of two (2) years and until their successors are chosen and qualified. The terms of the six remaining Board members shall be staggered, so that the terms of three Board members shall end in even-numbered years, and the terms of the other three Board members shall end in odd-numbered years.** In case a vacancy shall occur from any cause in any office or in the Board of Directors, the Board of Directors (or the remaining directors) may by a majority vote fill such vacancy. An officer or director so elected to fill such a vacancy shall hold office until the next meeting of the members of the corporation at which the office would regularly be filled and until a successor is chosen and qualified. In the event that any member of the Board of Directors (other than the President, Vice-President, Secretary or Treasurer) shall be elected to the office of President, Vice-President, Secretary or Treasurer at any annual meeting prior to the expiration of his/her term as Director, then at the same meeting the membership shall elect a Director to serve the unexpired term of such director.

SECTION 4. Board of Directors: The Board of Directors shall have the general management and control of all the property and affairs of the corporation. The President shall serve as ~~Chairman~~ **Chairperson** of the Board and minutes of all meetings of the Board shall be kept by the Secretary. Meetings of the Board shall be held from time to time as the affairs of the corporation may require upon call of the Chairman **Chairperson** of the Board or of any three (3) directors. No meeting of the Board of Directors shall be a legal meeting unless a quorum is present; a quorum being six (6) members of the Board. **Meetings of the Board may be conducted in-person and/or by means of remote participation. Acceptable means of remote participation include telephone or Internet-enabled audio or video conferencing, or any other technology that enables the remote participants and the people present at the meeting location, if any, to be clearly audible to one another. Remote participation in a meeting constitutes presence at the meeting.**

SECTION 5. Duties: The President shall preside at all meetings of the corporation and of the Board of Directors. The President shall not vote on any issue voted upon at a meeting of the Board of Directors except in the event of a tie. In the event of the absence or incapacity of the President, the Vice-

President shall serve in the President's capacity. The Secretary shall attend all meetings of the corporation and of the Board of Directors; shall keep minutes of the business transacted thereat, and shall see to the giving of notice of all such meetings. The Treasurer shall keep or cause to be kept regular books of account which shall be open at all times to any director, shall report at least annually to the members on the financial condition of the corporation; shall have custody of all documents of title and valuable papers; and, subject to the supervision and control of the Board of Directors, shall receive and disburse the funds of the corporation.

ARTICLE III

Committees

SECTION 1. Standing Committees: The Standing Committees of this corporation shall consist of Program, Play Reading, Nominating, Newsletter, Historical, Maintenance, Membership, Wardrobe, Road-Show, Workshop, Subscription/Ticket, Properties, Lighting, Makeup, Marketing/Publicity, and Fund Raising and such other Standing Committees as may from time to time be voted by the Board of Directors. The ~~chairmen~~ **chairpersons** of said committees shall be appointed by the Board of Directors. Members of such committees shall be appointed **by the chairperson** as soon as is practicably possible following the annual meeting, and, except as hereinafter provided, shall serve for one year and until their successors are chosen and qualified. Whenever, by reason of emergency or otherwise, the Board of Directors may temporarily assume the duties and functions of any Standing Committee, except the Nominating Committee, and on any such occasions the regularly appointed members of such committee shall cease to act as such until notified by the Secretary that the Board of Directors has ceased to function as such committee.

ARTICLE IV

Meetings

SECTION 1. Annual Meeting: The annual meeting of the corporation shall be held in the month of June at such time and place as the Board of Directors or a committee chosen for the purpose may appoint.

SECTION 2. Other Meetings: Other meetings of the corporation shall be held from time to time, at such time and place as the Board of Directors, or a committee chosen for that purpose, may appoint. **The annual meeting and other meetings of the corporation may be conducted in-person and/or by means of remote participation. Acceptable means of remote participation include telephone or Internet-enabled audio or video conferencing, or any other technology that enables the remote participants and the people present at the meeting location, if any, to be clearly audible to one another. Remote participation in a meeting constitutes presence at the meeting.**

SECTION 3. Roberts' Rules of Order: All meetings are to be conducted according to Roberts' Rules of Order.

SECTION 4. E-Voting: Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board members have the right to submit a vote within a time period specified in the motion to be voted upon (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

A. The President or any three (3) Board members may request a vote via e-mail. The request shall set forth the motion to be voted upon and the time period within which members may submit their votes on the motion. No second shall be required for consideration of a motion via e-mail. The Board members shall have 3 options regarding their vote:

i. Vote to pass the motion;
ii. Vote to reject the motion; or
iii. Express the opinion that the motion is not amenable to an electronic vote.

B. If any Board member expresses the opinion that the motion is not amenable to an electronic vote, then the motion will not be acted upon by e-mail, and will instead be placed on the agenda of the Board's

next meeting. If no Board member expresses the opinion that the motion is not amenable to an electronic vote, then a majority of all Board members (both voting and non-voting) must vote in favor of the motion in order to pass the motion.

C. Whenever an e-mail vote is requested, the Secretary shall include in the minutes of the Board's next meeting the language of the motion set forth in the request, and the names of all Board members who voted on the motion as well as the content of their vote (i.e., whether the Board member voted to pass the motion, voted to reject the motion, or expressed the opinion that the motion is not amenable to an electronic vote).

D. All Board members must have access to electronic mail, and it is the responsibility of each Board member to inform the President and the Secretary of the correct e-mail address for purposes of e-mail voting.

ARTICLE V

Miscellaneous

SECTION 1. Seal: The corporation shall have no special seal, but shall use a common, wafer seal on all instruments requiring a seal.

SECTION 2. Amendment of By-Laws: These By-Laws will be amended or repealed by two-thirds vote of the members present and voting at any general membership meeting. Such amendment shall be submitted in writing to the Board of Directors who shall notify the general membership at least two weeks before the membership meeting at which the vote is taken.

SECTION 3. Distribution of Assets: Upon dissolution of the corporation, assets will be distributed to the Friends of the Concord City Auditorium, provided that organization is exempt under section 501(c)(3) of the Internal Revenue Code. In the event that the above organization is no longer in existence or no longer qualified for exemption under section 501(c)(3) of the Internal Revenue Code of 1954 or as amended, assets will be distributed to an organization of like purposes and exempt under section 501(c)(3) of the Internal Revenue Code of 1954 or as amended.

SECTION 4. Conflict of Interest Policy: This policy is intended to aid the members of the Board of Directors (the “Board Members”) in the exercise of their fiduciary duties and to comply with applicable law.

A. DUTY TO DISCLOSE

All Board Members will be required to submit a statement after each annual meeting of the Community Players of Concord (the “Players”) listing any areas of a potential conflict of interest and acknowledging his/her understanding of this conflicts of interest policy. New Board Members will submit a disclosure statement prior to beginning their service on the Board. These statements will be distributed by, returned to and maintained by the Secretary of the Board.

The statement shall include a list of all organizations, of which the Board Member is an officer, director, trustee, member, owner, employee, or agent and with which the Players has or in the future might reasonably enter into a relationship or transaction.

B. DUTY TO ABSTAIN FROM ENGAGING IN PROHIBITIVE PECUNIARY BENEFIT TRANSACTIONS

At such time as any matter comes before the Board that might give rise to a potential conflict of interest, the Board Member will make known the potential conflict, whether disclosed by his or her written statement or not.

1. Pecuniary Benefit Transactions. Engaging in a pecuniary benefit transaction is a conflict of interest unless the conditions described in 1c. below are met. Pecuniary benefit transactions and certain exclusions from the definition are described in 1a. and 1b. below.

a. Pecuniary Benefit Transactions Defined. Except as set forth in 1b. below, a pecuniary benefit transaction means a transaction with the Players in which a Board Member has a financial interest, direct or indirect. A financial interest means an interest in a transaction exceeding \$500 in value on an aggregate basis during the Player's fiscal year. An

indirect financial interest arises where the transaction involves a person or entity of which a Board Member or a member of the immediate family of a Board Member is a proprietor, partner, employee, or officer.

b. Exclusions From The Definition Of The “Pecuniary Benefit Transactions.” The following are not pecuniary benefit transactions:

- Reasonable compensation received for expenses incurred in connection with official duties of a Board Member;**
- A benefit provided to a Board Member or member of the immediate family of a Board Member if the benefits are provided or paid as part of programs, benefits, or payments to members of the general public and the Players has adopted written eligibility criteria for such benefit in accordance with applicable law; and the Board Member or family member meets all of the eligibility criteria for receiving such benefit;**
- A continuing transaction entered into by the Players, merely because a person with a financial interest subsequently becomes a Board Member.**

c. Prohibited Pecuniary Benefit Transactions. A pecuniary benefit transaction is prohibited unless it is in the best interest of the Players and all of the following conditions are met:

- The transaction is for goods for services purchased or benefits provided in the ordinary course of the business of the Players, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the Players;**
- The transaction is approved by a 2/3 majority of disinterested Board Members, which majority show equal or exceed any quorum requirement contained in the Players’ Bylaws:**

1. After full and fair disclosure of the material facts of the transaction to the Board Members and after notice and full discussion of the transaction by the Board Members;

2. Without participation, voting, or presence of any Board Member with a financial interest in the transaction or who has had a pecuniary benefit transaction with the Players in the same fiscal year, except as the Board may require to answer questions regarding the transaction; and

3. A record of the action on the matter is made and recorded by the Secretary in the minutes of the meeting with a conspicuous notation that the action involves a pecuniary benefit transaction; and

4. If the transaction, or the aggregate of transactions with the same Board Member, within one fiscal year, is in the amount of \$5,000 or more, the Players publishes notice thereof in a newspaper of general circulation in Concord, New Hampshire, and gives written notice to the New Hampshire Director of Charitable Trusts, before consummating the transaction. At a minimum, the notice shall state that it is given in compliance with RSA 7:19-a and shall include the Players' name, the name of the Board Member receiving a pecuniary benefit, the nature of the transaction, and the specific dollar amount of the transaction.

C. DUTY TO ABSTAIN FROM TRANSACTIONS INVOLVING REAL ESTATE

A Board Member shall not engage in any transaction with the Players involving the purchase or the sale, lease for a term of greater than 5 years, or conveyance of any real estate or interest in real estate without the prior approval of the New Hampshire Circuit Court — Probate Division. However, nothing in this paragraph shall prohibit a Board Member from making a bona fide gift of an interest in real estate to the Players.

D. DUTY TO ABSTAIN FROM BORROWING MONEY OR PROPERTY

No Board Member shall borrow money or property from the Players. This prohibition does not apply to property borrowed for use by another non-profit charitable organization.