

## **The Cary Playwrights' Forum**

### **Bylaws**

#### ***Article I: Name and Purpose***

*Section 1. Name:* The name of the Organization shall be The Cary Playwrights' Forum hereinafter called the Organization.

*Section 2. Purpose:* The Organization is organized exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c) (3) or successor provisions of the Internal Revenue Code.

The purpose of the Organization is:

- \* to develop the work of North Carolina playwrights.
- \* to provide educational workshops; regular feedback sessions with other playwrights, actors, and directors; and the opportunity to collaborate with allied artists in periodic staged readings or productions of their original work.
- \* to create an environment, open to all, that fosters artistic and intellectual growth and creativity.

*Section 3. Offices:* The principal office and registered agent of the Organization shall be located in Cary, North Carolina.

#### ***Article II: Membership***

*Section 1. Membership:* The Organization's membership consists of the board of directors.

#### ***Article III: Board of Directors***

*Section 1. Board Role:* The board is responsible for maintaining the fiscal solvency of the organization, ensuring that the Organization fulfills its mission and providing oversight to all activities of the Organization. The board must approve the budget and any major changes to the budget by majority vote. The board must approve new board members and elect officers by majority vote. The board must approve changes to the by-laws by a super-majority vote (see Article VII, section 1)

*Section 2. Board Size:* The board shall have up to eleven (11), but not fewer than five (5) members.

*Section 3. Terms:* All board members shall serve three-year terms and are eligible for re-election for an additional three year term. After serving for three terms, the board member must have a one year period off the board before reapplying to serve again.

*Section 4. Officers and Duties:* There shall be four officers of the board (the Executive Committee) consisting of a chair, vice-chair, secretary and treasurer. Officers shall be elected by the board, with the chair serving a 2-year term and other officers a one-year term. Their duties are as follows:

The chair shall convene the regularly scheduled board meetings; shall preside or arrange for the vice-chair to preside at each meeting.

The vice chair shall assume any responsibilities of the chair, upon temporary delegation from the chair.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained and organized.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee if one has been established, file taxes, sign checks for expenses approved by the board, ensure that any and all expenditures are within budget, keep financial records as required such as bank statements and receipts, develop and review fiscal procedures, assist in the preparation of the annual budget, help develop fundraising plans, and make financial information available to board members, granting organizations and the public. Annual balance and profit and loss reports must be submitted to the board. The fiscal year shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.

*Section 5. Resignation, termination, and absences:* Resignation from the board must be in writing and received by the chair. A board member may be terminated from the board for excessive absences. A board member may also be removed by a three-fourths vote of the remaining directors.

*Section 6. Board election procedures:* During the last quarter of each fiscal year of the Organization, the board of directors shall elect new board members during a regular meeting of the board, provided there is a quorum present, to replace those whose terms will expire at the end of the fiscal year. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 7. Vacancies:* Vacancies may be filled by majority vote of the remaining members of the board for the unexpired term.

*Section 8. Compensation:* The board receives no compensation; however, they shall receive reimbursements for actual approved expenditures on behalf of or in service to the Organization.

#### **Article IV: Committees**

*Section 1. Executive Committee:* The four officers serve as the members of the Executive Committee. The Executive Committee is charged with fostering a positive and collaborative environment among board members and other stakeholders, creating a shared vision and purpose, ensuring effective organizational planning, overseeing the development of programming that fulfills the Organization's stated mission, and enhancing the Organization's public standing.

*Section 2. Committee Formation:* The board may establish ad-hoc committees as needed. The Board Chair appoints all committee chairs and assigns directors to serve on committees.

Section 3. The following committees are recommended but not required. The associated tasks may be completed by any combination of board members or volunteers in lieu of a committee:

*Section 3a. Finance committee:* The treasurer is the chair of the Finance Committee which collectively fulfills all the duties of the Treasurer (see Article III, section 4 above) except that only the Treasurer or another officer may sign checks.

*Section 3b. Governance committee:* The Governance Committee ensures that board members sign the commitment forms and complete self- and board-evaluations annually, maintains the board skills

inventory and succession plan, recruits and trains new board members, provides continuing education for board members, manages risk, and ensures the legal compliance and ethical integrity of the Organization's decision making process.

#### ***Article V: Meetings***

*Section 1. Board Meetings:* The board shall plan to meet at least quarterly at an agreed upon time and place. An official board meeting requires that each board member must be notified at least two weeks in advance and that a quorum be present.

*Section 2. Annual Meeting:* The annual meeting shall be held at a time and place to be determined by the board of directors.

*Section 3. Special Meetings:* Special meetings may be called by the chair of the board, or by one-third of the members of the board.

*Section 4. Quorum:* A quorum consists of a majority (50% or more) of board members attending a meeting that all board members were invited to with adequate advanced notice.

#### ***Article VI: Miscellaneous Provisions***

*Section 1. Indemnification:* Every person who is or shall have been a director or officer of the Organization and his or her personal representatives shall be indemnified by the Organization against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Organization or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

*Section 2. Activities of the Organization:* No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by a Organization exempt from Federal income tax under Section corresponding provision of any future United States Internal Revenue law) of (b) by a Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

*Section 3. Conflict of Interest:* No contract or other transaction between the Organization and one or more of its trustees or officers, or between the Organization and any other Organization, firm, association or other entity in which one or more of the trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the board, or of a

committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- a) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the board or committee, and the board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or
- b) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

*Section 4. Dissolution and Distribution of Assets:* No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to the Organization and to make payments and distributions in furtherance of the purposes set forth herein. The Organization may be dissolved and its assets and liabilities liquidated in such manner as the board of directors shall resolve, provided that assets held by the Organization upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements, and provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the Organization but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another theatre arts Organization with a similar mission to that of the Organization that is exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to support the arts programs of the Town of Cary, N.C., or some combination thereof.

#### **Article VII – AMENDMENTS**

*Section 1. Amendments:* These bylaws may be amended when necessary by two-thirds super-majority of the elected board of directors (not just those present at a meeting). Proposed amendments must be presented formally to the board as a meeting agenda item and with 10 days notice.

These bylaws were approved by a vote of the board of directors of the Cary Playwrights' Forum on June 6 2018.

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Secretary

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Date