

BY-LAWS OF BRIDGE PLAYERS THEATRE COMPANY

ARTICLE I

THE NAME AND PURPOSE OF THIS ORGANIZATION

1. The name of this organization shall be Bridge Players Theatre Company for all purposes other than those involving the legal incorporation of the organization. For all legal purposes the name shall remain The Bridge Players, Inc.
2. Bridge Players Theatre Company is dedicated to presenting high quality, affordable theatrical productions to the community.
3. The Bridge Players, Inc. is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c3 purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.
5. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501c3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE II

MEMBERSHIP

A) Any member shall be considered as being in good standing provided they:

1. Are 18 years of age or older,
2. Have paid the annual membership dues for the current fiscal year or have had dues waived in accordance to the group's Policies and Procedures,
3. Have not been found to have violated the group's Policies or Code of Conduct, and
4. Have been active with the group in some capacity in the last 60 months,

OR

Have been determined by the Board to be in good standing, despite not meeting one or more of the above requirements.

B) Any member who has been found to have violated the Policies and Procedures or the Code of Conduct adopted by the Company shall be notified by the Board in writing of the violation and given the chance to appeal this decision before the Board. Notice of intent to appeal must be submitted to the Board within 30 days of the notification.

ARTICLE III

THE EXECUTIVE BOARD

1. The organization shall be governed by an Executive Board.
2. The Executive Board shall consist of:
 - A. The President
 - B. The Vice-President
 - C. The Treasurer
 - D. The Corresponding Secretary
 - E. The Recording Secretary
 - F. The Technical Director
 - G. The Artistic Director
 - H. The Director of Marketing
 - I. Two (2) At-Large Members
 - J. Any board-appointed Trustees
3. The elected members of the Executive Board shall serve a term of office of two years; appointed members shall serve at the discretion of the elected members.
4. The purpose of the Executive Board is to assure the overall welfare of the organization.
5. The Executive Board shall assure that all necessary reports and documents are filed with the state in regards to this organization's articles of incorporation and satisfy the IRS requirements regarding non-profit organizations.
6. The Executive Board shall be empowered to act for and in the name of the general membership. Such actions shall include collecting funds, disbursing funds, negotiating contracts, instituting programs, setting annual dues, approving productions, membership meetings and any other action for the good of the organization.
7. The Executive Board shall be responsible to and must report to the general membership at the general membership meetings.
8. All monies of the organization must be budgeted and the Executive Board must approve all budgets and amendments to such budgets.
9. The use of the name of the organization in connection with any and all endeavors must first be approved by the Executive Board.

10. Regular meetings of the Executive Board shall be held as determined by the Board. Each member of the Executive Board shall be an individual of full age.
11. Four-sevenths of all voting members of the Executive Board, present in person at any duly convened meeting, shall constitute a quorum of the Board. The acts of the majority of the Executive Board present at a meeting at which a quorum is present shall be the acts of the Executive Board, unless a greater number is required by law or by these By-Laws.
12. Each member of the Executive Board shall be entitled to one (1) vote, with the exception of the President who only votes in a tie-breaking situation and the Trustee who does not have a vote.
13. Immediate family members (husband, wife, partner, parent, child, siblings) are prohibited from serving on the Executive Board concurrently. All other familial relationships shall be disclosed at a general membership meeting.
14. When necessary, the Board may open the position of President-Elect. The President-Elect will serve in office for one year. The President-Elect only votes in a tie breaking situation if the President's vote fails to do so.

ARTICLE IV

DUTIES OF OFFICERS

1. The President:

The position of President is an elected one. The President shall assume a leadership role and chair all general meetings and Board meetings. They shall oversee the full operation of the organization and perform what duties are necessary to assure the continued success of the organization. The President shall appoint all Board Managers, Trustees and Chairpersons for all committees and shall serve as an ad-hoc member of all committees. They shall be responsible for any areas of production, communications and membership that cannot be completed by other officers. Shall be a signer on all bank accounts related to Company.

2. The Vice-President:

The position of Vice-President is an elected one. The Vice-President shall assume the duties of the President in their absence. The Vice-President shall be responsible for overseeing front-of-house responsibilities in regards to facilities management. Duties include overseeing purchasing concession items for shows, ensuring paper and cleaning products are well-stocked for casts, crews, and audiences; acquiring petty cash; ensuring end-of-night monies are returned to the safe (by a member of the board or appropriate manager); and working with production teams to ensure theater is set-up to welcome audiences for special events, previews, and opening nights. Works closely with Volunteer Manager.

3. The Treasurer:

The position of Treasurer is an elected one. The Treasurer shall be responsible for the overall management of all financial information. The Treasurer shall receive all monies due the

organization, record such receipts, and deposit these monies into suitable accounts. They shall maintain a checking account; a Building Fund account, a Property Insurance account and an investment account for the group. The Treasurer shall be a designated signer for all checking accounts, along with the President, and shall also record all receipts of goods and/or properties received. They shall maintain a record of all donated goods and/or services. The Treasurer shall be responsible for the creation of the overall budget of the organization. The Treasurer shall maintain tax-exempt and non-profit status, satisfy the IRS requirements regarding non-profit organizations, and regularly provide up-to-date financial information for grant reporting and application. The Treasurer shall oversee all vendor contracts. The Treasurer shall provide written reports at each Board meeting of the monthly financial transactions. Once a year, they shall provide financial documents to the Board designated auditor, who shall be other than the Treasurer.

4. Corresponding Secretary:

The position of Corresponding Secretary is an elected one. The Corresponding Secretary shall be responsible for the management of all correspondence related functions, as required. They shall, when directed by the Board, enter into any necessary correspondence. They shall be responsible for all mailings, including, but not limited to, newsletters, announcements of meetings and production related materials. They shall be responsible for all mailings, including, but not limited to, newsletters, announcements of meetings and production related materials. They shall maintain the group's mailing lists, both paper and electronic, and shall track membership information. Along with the assistance of others – which may include members of the Strategic Planning Committee, Executive Board, and other Managers as endorsed – shall research and apply for grants, and coordinate the company calendar to avoid discrepancies in scheduling.

5. Recording Secretary:

The position of Recording Secretary is an elected one. The Recording Secretary shall take and record the minutes of the group. These shall include but not be limited to, Executive Board meetings and General membership meetings. Minutes of all meetings shall be available for review and adoption at the next scheduled meeting. The Recording Secretary shall maintain all minutes of the group, by year, in a permanent repository. They shall record and validate all election results.

6. Technical Director & ADA Coordinator:

The position of Technical Director is an elected one. The Technical Director shall oversee the management and maintenance of all technical equipment of the group. They shall keep the Treasurer informed of the current value of this equipment. They shall make recommendations to the Board on the repair and/or replacement of such equipment, as they deems necessary. The Technical Director shall attempt to recruit and train technical assistants in the

proper use and care of this equipment and also to train them in the operation of this equipment. They shall assure that the technical needs for each show are met. Oversees the Set Construction Manager and the Inventory Manager. Regarding ADA: The ADA Coordinator shall be responsible for upholding ADA Policy and other duties as identified.

7. Artistic Director

The position of Artistic Director is an elected position. They shall act as Chairperson of the Play-Reading Committee. They shall conduct regular meetings and, from the committee's decisions, shall make final recommendations to the Board via the Play Reading Proposal for upcoming seasons. They shall assist with recruiting directors and other members of the production teams, provided there are vacancies within. They shall assist with determining show budgets with the Treasurer in preparation for approval from the Board. They shall work with the Treasurer to obtain necessary materials, such as show rights and graphic packages, if in use. They shall collaborate with the Special Events Manager.

8. Director of Marketing:

The position of Director of Marketing is an elected one. The Director of Marketing shall oversee all public relations for the group, both on-going and show-specific. In doing so, they will develop promotional materials and advertisements, including, but not limited to, show posters, pitch letters, postcards, and season fliers. They shall oversee the Marketing Committee, which will work to initiate community outreach; identify and market volunteer opportunities; and develop and distribute letters to potential advertisers, volunteer groups and community organizations. The Director of Marketing will work with the Fundraising Manager to help publicize events and distribute information and promotions via social channels.

9. At Large Members:

The position of At Large Member is an elected one. At Large Members shall have no specific duties, but shall focus on an area of need within the organization. These areas might include fundraising, box office management, strategic planning, volunteer management, audience development, etc. The focus for At Large Members should be discussed at the annual Board retreat to ready for implementation by the first production of a season

10. The Trustee:

The position of Trustee is an appointed one and shall be selected by a majority vote of members of the Board. The Trustee is responsible for attending board meetings and retreats, providing leadership, guidance and support as to the organization and management of the Company, and act as negotiator, along with the President, on behalf of the Company, in regard to any negotiations. They may also help to oversee that the groups' policies and procedures are adhered to and raise concerns to the Executive Board at the next appropriate meeting.

They can suggest steps to implement corrections but cannot enforce them. This position does not have voting rights. The purpose of the Trustee is to provide an individual who does not have a conflict of interest by having voting rights.

- Each year the Executive Board will select one Board member, other than the Treasurer, to act as auditor for the Treasurer.
- Any elected officer of the Executive Board may be removed from office, without the assignment of any cause, by a vote of the majority of the Executive Board in office at any duly convened meeting of the Board, provided written notice of the intention to consider removal of such officer has been included in the notice of the meeting. No officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- Any officer may be removed by the Executive Board whenever in its judgment the best interests of the Corporation may be served thereby.
- Any officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the organization, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall be required to make it effective.
- Officers are expected to maintain their attendance at Executive Board meetings to the best of their ability. If an officer is absent from three consecutive Executive Board meetings, a discussion regarding the attendance and appropriate actions, will take place at the next regularly scheduled meeting of the board. The officer in question shall be advised, in writing, that this discussion will take place and shall have the right to be present and to participate in this discussion.

ARTICLE V

COMMITTEES/MANAGERS

1. Committee chairpersons shall be appointed by the President to serve a term concurrent with the duties and purpose of that committee. In the event a qualified individual cannot be identified, the President or their designee will serve as chair.
2. The duties and responsibilities of the standing committee chairpersons are:
 - A. **NOMINATING:** The Nominating Committee shall be convened by the President and a chair appointed. The chair shall be appointed by the President. They shall choose two or four members to serve with them temporarily for an election. The committee shall provide a single slate of nominees for consideration by the general membership.
 - B. **PLAY READING:** Play Reading shall be convened by the Artistic Director, and they shall recruit members to serve based on experience and interest through the Board-approved application process. Play Reading shall consist of ten (10) members and be representative of the company as a whole, including actors, directors, technical staff, production staff, community or audience

member, and at least one Board member. Interested parties should be made aware they will serve for two (2) years at a time. To be considered for another two (2) years, they will need to go through the application process once again.

- C. VOLUNTEER MANAGER: Volunteer Manager shall be responsible for and chair this Committee. The Volunteer Manager shall report to the Vice President. Duties Include recruitment of volunteers to:
- Staff and manage house positions, such as box office, ushers, concession sales
 - Staff special events that need volunteers, in collaboration with the Special Events Manager
 - Work with VP to stock and sell merchandise and concessions
 - Other duties as identified
- D. FUNDRAISING: The Fundraising Manager shall be responsible for and Chair this Committee. The Fundraising Manager will work under the advisement and in conjunction with the President, Treasurer and the Director of Marketing. The Fundraising committee will conceptualize and initiate all events and endeavors for the purpose of fundraising. The committee shall initiate contact with local businesses, chambers of commerce, and other entities for the purpose of securing support, as well as soliciting season ads for the year's programs.
- E. INVENTORY MANAGER: The Inventory Manager shall report to the President. The Inventory Manager shall be responsible to manage and maintain Company inventory.
- F. COSTUME MANAGER(S): The Costume Manager(s) shall report to the President. The Costume Manager(s) shall be responsible to manage and maintain Company costume inventory.
- G. SPECIAL EVENTS MANAGER: The Special Events Manager shall report to the Vice President and work in close collaboration with the Artistic Director. May convene a group of individuals to assist, but they are ultimately responsible for the following duties:
- Work with Artistic Director for idea creation, scheduling, and execution of events
 - Work with Director of Marketing and Marketing Committee to develop promotional materials
 - Work with the Treasurer and Vice President on budgeting for special events
 - Coordinate and appear at Community events to represent and promote Company's projects
 - Other duties as identified
- H. SET DESIGN/CONSTRUCTION MANAGER: The Set Construction Manager shall report to the Technical Director. The Set Design/Construction Manager, along with their designees, shall be responsible for the design and construction of all sets for the Company's shows. They do not need to build or design every set, but they are responsible for recruiting appropriate volunteers to do so as well as assist in the breaking down of sets.
- I. MARKETING: The Marketing Committee shall be convened by the Director of Marketing. The committee shall include individuals who will support the promotion of all Company activities to a wide range of audience and communities. The committee shall manage social media

outreach; initiate community engagement; identify and market volunteer opportunities; develop and distribute letters to potential advertisers, volunteer groups, and community organizations; as well as other duties as assigned. A Web Page Manager and Social Media Manager(s) can be appointed at the discretion of the Director of Marketing to help facilitate the committee.

ARTICLE VI

GENERAL MEMBERSHIP MEETINGS

1. General membership meetings shall be held twice annually in January and June.
2. The General Membership meetings shall be conducted according to Robert's Rules of Order, the format being:
 - a. Call to order by the President
 - b. Roll call of the Executive Board
 - c. Read and correct minutes of the last meeting
 - d. Read bills and communications
 - e. Treasurer's report
 - f. Committee reports
 - g. Old business
 - h. New business
 - i. Adjournment

ARTICLE VII

ELECTIONS

1. Elections of officers shall be held at the annual meeting, from the slate of nominees presented by the Nominating Committee, plus any nominations received from the floor. In the event of multiple nominations for any position, the election will be conducted by closed ballot. In order to be eligible to be considered for nomination for a Board position a person must be a current member in good standing of the organization.
2. A minimum of ten (10) eligible voting members must be present for an election to be held. Election shall be by a majority of those eligible voting members present.
3. Notification of elections and the names of the candidates selected by the Nominating Committee shall be given to the general membership at least thirty (30) days prior to the annual meeting. Notification shall be made by the regular communication procedures.

4. In order to exercise voting rights at any general membership meeting, including elections, a member must have paid their annual dues in full no later than April 1 of that membership year, with the exception of 2026, which will have the deadline to May 1.

5. In order to insure continuity on the Executive Board, elections shall be held so that in even-numbered years the President, Director of Fundraising, Recording Secretary and Corresponding Secretary shall be elected, and in odd-numbered years the Vice-President, Treasurer, Technical Director and Director of Marketing shall be elected.

VACANCIES

In the event of a vacancy on the Executive Board during a term of office, the Executive Board may, by majority vote of the members then in office at any duly convened Board meeting, assign the duties of the vacant position on an interim basis to an existing Board member or an appointed Trustee. This interim assignment shall continue until the vacancy is formally filled.

A vacancy may be filled permanently by a majority vote of the Board members then in office. A Board member elected or appointed to fill a vacancy shall hold office for the remainder of the unexpired term of their predecessor.

If the Executive Board determines that the vacancy warrants a formal election rather than a Board appointment, the Nominating Committee shall be convened and all standard notification procedures shall be followed, consistent with Article VII of the By-Laws. Such an election may be held at the next scheduled general membership meeting or at a special meeting called for that purpose.

ARTICLE VIII

POLICIES AND PROCEDURES

1. There shall be a set of policies and procedures established by the Executive Board. These policies and procedures are to be reviewed annually may be amended by a majority vote of the Executive Board.

ARTICLE IX

AMENDING THE BY-LAWS

1. The Articles of Incorporation of the Corporation and the By-Laws may be amended by a majority of all members of the Executive Board at any duly convened meeting of the Executive Board after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

2. The Company's By-Laws shall be posted to the Company's web page and changes shall be posted as needed.

ARTICLE X

DISSOLUTION OF BRIDGE PLAYERS THEATRE COMPANY

1. Upon a majority vote by the Executive Board, and a majority vote by the general membership agreeing to the dissolution of Bridge Players Theatre Company, it is intended that the assets of the corporation shall be distributed in the following manner:
 - a. Non-cash assets shall be liquidated through sales to the general public or other community theatre organizations or to local school theatre clubs to help defray debt. Non-cash assets unable to be sold (or if no debt exists) will be donated to other community theatre organizations or to local school theatre clubs. It will be the responsibility of the Executive Board to oversee the sale and/or donations. The Executive Board will elect someone to coordinate the sale and/or donations and may come from the general membership.
 - b. All cash and cash equivalents shall first be used to pay any outstanding debt. Second be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) to either establish or continue a local scholarship fund whose beneficiaries shall pursue theatre-related studies and administered by the 501(c)(3). The 501(c)(3) shall be identified by the Executive Board.

ARTICLE XI

CONFLICT OF BY-LAWS WITH *ROBERT'S RULES OF ORDER*

1. In the event that any of the above stated by-laws conflict with *Robert's Rules of Order*, it is the intention of the governing body of this corporation to have the by-laws take precedence over *Robert's Rules of Orders*.

ARTICLE XII

LIABILITY AND INDEMNIFICATION

1. A member of the Executive Board shall not be personally liable for monetary damages as officer for any action taken, or any failure to take any action, unless:
 - a. The officer has breached or failed to perform the duties of office in accordance with the standard of conduct established in these by-laws and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;
2. Provided, however, the foregoing provision shall not apply to:
 - a. the responsibility or liability of an officer pursuant to any criminal statute or
 - b. the liability of an officer for the payment of taxes pursuant to local, state or federal law.

3. All officers, trustees and agents of the corporation shall be indemnified to the fullest extent provided by section 15A:3 – 4 of the New Jersey Nonprofit Corporation Act or the corresponding provision of any future New Jersey nonprofit corporation law.

ARTICLE XIII

WHISTLE BLOWER

1. Any member, whether general or Executive Board, has the responsibility and right to ensure all business of Bridge Players Theatre Company is conducted ethically and legally. If at any time, a member feels business is conducted illegally or unethically, they should:
 - a. If the act was not conducted by a member of the Executive Board, the member shall bring the issue forward at an Executive Board meeting by requesting, in writing, the issue to be placed on the agenda at the next Board meeting. It is at the discretion of the Executive Board if the member will be present at that meeting.
2. After hearing the complaint, the Executive Board will conduct a formal investigation and disclose all results at the next general membership meeting.
3. If the act was conducted by a member of the Executive Board, the member shall bring the issue forward to the State of New Jersey, Director of Law and Public Safety, Division of Consumer Affairs, Office of Consumer Protection, Charities Registration, 124 Halsey Street, 2nd Floor, Newark, NJ.

ARTICLE XIV

CONFLICT OF INTEREST

1. Any member of the Executive Board shall ensure their involvement with the organization does not constitute a conflict of interest as defined by: “a conflict of interest is one in which a board member directly benefits monetarily or otherwise due to active solicitation, outside of volunteering for Bridge Players by obtaining work, goods, or services from Bridge Players.”
2. If a conflict of interest is presented:
 - a. If the act was not conducted by a member of the Executive Board member, the member shall bring the issue forward at an Executive Board meeting by requesting, in writing, the issue to be placed on the agenda at the next board meeting. It is at the discretion of the Executive Board if the member will be present at the next board meeting.
- 2) After hearing the complaint the Executive Board will conduct a formal investigation and disclose all results at the next general membership meeting.
- 3) If the act was conducted by a member of the Executive Board, the member shall bring the issue forward to the State of New Jersey, Director of Law and Public Safety, Division of Consumer Affairs, Office of Consumer Protection, Charities Registration, 124 Halsey Street, 2nd Floor, Newark, NJ.

MISCELLANEOUS

ARTICLE XV

1. The fiscal year of the organization shall begin on the first day of July and end the last day of June.

Revised July 1999

Amended May 2000

Amended August 2000

Amended October 2000

Amended March 2003

Amended June 2003

Amended August 2008

Amended March 2009

Amended August 2009

Amended June 2011

Amended July 2012

Amended August 2014

Amended August 2016

Amended May, 2017

Amended April 2026

Amended May 2026