

BYLAWS
of the
BIGFORK COMMUNITY PLAYERS, INC.
(a non-stock membership corporation)

ARTICLE I — Name

The name of the corporation is **Bigfork Community Players, Inc.**, hereinafter referred to as the **BCP**. In advertising and other less formal communication, the BCP may be referred to as **The Bigfork Community Players** or **Bigfork Community Players**.

ARTICLE II — Purpose

The purpose of the BCP shall be to provide opportunities for members of the greater Bigfork community to act, direct, provide technical support, and otherwise participate in theatrical productions of high quality presented to the community.

ARTICLE III — Members

A person of at least eighteen (18) years of age who agrees to abide by the Articles, Bylaws, and Policies of the BCP may become a **Member** by completing an application and paying the annual dues. A Member will become a **Voting Member** upon meeting the participation requirements as laid out in policy by the Board of Directors. Only Voting Members may vote at membership meetings.

Individuals in a Member's or Voting Member's immediate family will be considered **Associate Members**. Associate Members may not vote. Associate Members may, upon attaining the age of eighteen (18), become Members upon payment of dues. Participation while an Associate Member will be credited toward the requirements to become a Voting Member.

The Board of Directors may, by majority vote and based upon past contributions to the BCP, designate a Member or Voting Member a **Lifetime Member**. A Lifetime Member shall be considered a Voting Member and shall be required to pay annual dues, but will be exempt from any participation requirements set in policy.

Current members who are at least eighteen (18) years of age at the time of the adoption of these By-Laws may become Voting Members by payment of the next year's dues. Participation requirements will be waived for existing members for the calendar year following adoption.

Membership dues shall be in an amount set in Policy by the Board of Directors.

ARTICLE IV — Member Meetings

Annual Meeting: The annual meeting of the members shall be held in January of each year for the purpose of electing Directors and for transaction of such other business as may come before the meeting.

Special Meetings: Special meetings of the members for any purpose or purposes, may be called by the President. The President shall call a meeting if requested by the Board of Directors or at least 50% of the Voting Members.

Place of Meeting: The Board of Directors may designate any place within 50 miles of Bigfork, Montana, as the place of any meeting.

Written Notice: Written notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than seven nor more than thirty days before the date of the meeting, either personally, by mail, or by electronic mail to each member of record entitled to vote at such meeting. Notice sent to the email or physical address of record shall be considered delivered.

Quorum: Voting Members present, in good standing, will constitute a quorum at a Members meeting.

ARTICLE V – Directors

The business affairs of the BCP shall be managed by its Board of Directors.

Number and Tenure: The number of Board members shall be seven (7) as set forth in the Articles of Incorporation. The term of office shall be three years. Terms shall be staggered such that at least two positions become vacant each year.

Director Meetings: A meeting of the Board of Directors shall be held without notice other than provided by this bylaw immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Participation: Directors are encouraged to attend every meeting and at least one performance of every production. Although the amount of participation is not codified, this is a working board and Directors are expected to lead by example and participate in as many productions as is possible.

Proxies: Directors who are unable to attend a Board meeting in person may participate and vote by telephone or other realtime remote connection. However, voting by proxy is not allowed.

Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors.

ARTICLE VI – Elections of Directors

The Board of Directors shall be elected at the annual meeting of the membership. Elections shall be conducted in the following manner:

Nominations: A nominating committee consisting of five members shall be appointed by the Board of Directors. The nominating committee shall operate under the following guidelines:

- A. Voting Members may be nominated and consent must be obtained before the nomination is presented.
- B. Members of the nominating committee are not barred from nomination.

- C. Nomination report shall be given at the December Board of Directors meeting.
- D. Voting Members may submit nominations to the Nominating Committee for consideration. Such nominations must receive a majority vote by the Nominating Committee to be placed on the ballot.

Voting: Each Voting Member attending the annual meeting shall be given a ballot containing the names of the candidates approved by the Nominating Committee. Write-in votes will not be considered.

Counting and certification: Two members of the Board of Directors who are not standing for re-election shall constitute the Election Committee. The Committee shall count and tally the votes. Upon completion, the Committee shall certify and announce the winners. Except in the case of a tie, candidates with the most votes shall be considered winners.

Vote by Acclamation: In the event the number of candidates does not exceed the number of vacancies, the Election Committee may call for a vote by acclamation.

Ties: In the event of a tie, the Election Committee shall hold an immediate run-off election among the tied candidates.

ARTICLE VII — Officers

Officers shall be elected annually by the Board of Directors at the February meeting. The offices and the responsibilities of the officers holding them are as follows. Only the offices of Secretary and Treasurer may be held by one person.

President: The President shall be the chief executive officer of the BCP and, subject to limitations imposed by the Board members, shall in general supervise and manage all of the business of the BCP. He/she shall, when present, preside at all meetings of the directors or members and is empowered to sign any contract or other instruments which the Board of Directors has authorized to be executed; and in general shall perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President: When authorized by the President, or in the event of the incapacitation of the President, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Secretary: The Secretary shall (a) keep the minutes of the proceedings of the membership and of the Board of Directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, (c) be custodian of the corporate records and of the seal of the BCP and see that the seal of the BCP is affixed to all documents executed on behalf of the BCP, (d) keep a register of the names and addresses of each member, (e) in general perform all duties incident to the office of Secretary and other such duties assigned by the President or Board of Directors.

Treasurer: The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the BCP, (b) receive and give receipts for moneys due and payable to the BCP from any source whatsoever, and deposit all such moneys in the name of the BCP in such banks, trust companies or other depositories as shall be selected in accordance with the

provisions of Article VIII of these By-Laws, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned by the President or Board of Directors.

ARTICLE VIII — Authorization of Agents

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BCP, and such authority may be general or confined to specific instances.

ARTICLE IX — Fiscal Year

The fiscal year of the BCP shall begin on the first day of July and end on the thirtieth day of June of each year. The financial record of activity will be kept in the same manner and be reported at the annual meeting.

ARTICLE X — Policies

The Board of Directors may adopt Policies that are appropriate to the operation of the BCP provided they are not contrary to the Articles of Incorporation or the Bylaws.

ARTICLE XI — Amendments

These Bylaws replace and supersede all existing bylaws and become effective upon their adoption. They may be amended by majority vote of the Board of Directors.

ARTICLE XII — Date of Adoption

These Bylaws are adopted and become effective this 27th day of December, 2015, by vote of the Board of Directors.