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Article I – NAME, SEAL AND INSIGNIA

Section 1. This corporation shall be known as Sugar Creek Players, Inc.

Section 2. The seal and all insignia of this corporation shall be appointed by the Board of Directors of Sugar Creek Players, Inc.

Article II – OBJECTS AND PURPOSES

Section 1. The primary object and purpose of this corporation shall be to enrich the cultural life of the community through the encouragement and promotion of dramatic performances and related activities.

Section 2. In addition to the promotion of dramatic performances and related activities, a further object of this corporation shall be to serve as a means of education and training of members and participants in the dramatic arts.

Section 3. All projects and promotions of this corporation shall encourage the members and residents of the community to participate in the performances sponsored.

Section 4. A further purpose of this corporation shall be to act as stewards of the Vanity Theater, 122 Washington Street, Crawfordsville, IN 47933; and it is to return and maintain the theater to/in a state of importance as a cultural center in the community.

Section 5. Sugar Creek Players, Inc. recognizes that each person deserves to be regarded and protected equally under these By-Laws and the policies of the corporation regardless of race, gender, national origin, creed, sexual orientation, age and/or disability.

Section 6. The expenses of the corporation shall be financed by means of admissions or such other means as may be designated by the Board of Directors.


Section 7. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except reasonable compensation for services rendered may be paid to further the objects and purposes of this corporation.

Section 8. No activity shall be carried on by this corporation that is prohibited by section 501 (c) (3) of the Internal Revenue Code of 1954 or any other federal statute or amendments thereto.

Article III – MEMBERSHIP

Section 1. All persons interested in the objects and purposes of Sugar Creek Players, Inc. shall be eligible to become members upon payment of the periodic dues established for the membership by the Board of Directors.

Section 2. All members shall be listed on the membership roll. Those members who are eighteen (18) years of age or older and have paid dues prior to the opening of the immediate past

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production of the theatrical season shall be eligible to vote on matters brought before a meeting of the membership.

Article IV – MEETINGS OF THE MEMBERSHIP

Section 1. An annual meeting of the membership shall be held each year on the first Monday of the Month of August. Further meetings of the membership shall be called at the discretion of the Board of Directors. All meetings of the membership shall be open to the general public. The date, time and location of all meetings of the membership shall be announced to the public at least thirty (30) days prior to the date of the meeting.

Section 2. The agenda of all meetings of the membership shall be approved and presented by the Board of Directors, the President presiding as chairman.

Section 3. All meetings of the membership shall be conducted in accordance with the parliamentary procedures described in Robert Rules of Order, Newly Revised where those procedures do not conflict with these By-Laws, the policies of the Board of Directors or rules of order established by or for the general membership. A simple majority of the voting members of the corporation shall constitute a quorum at all meetings of the membership and a simple majority of those voting members present and voting shall rule over all decisions. The membership shall take no action during a meeting in the absence of a quorum.

Section 4. The membership shall be authorized to make such decisions as to facilitate an orderly meeting and elect members to the Board of Directors. It may also resolve to make formal suggestions to the Board of Directors regarding the administration of this corporation.


Article V – EXECUTIVE OFFICERS

Section 1. The executive officers of Sugar Creek Players, Inc. shall be a President, a Vice-President, a Secretary, a Treasurer and a Parliamentarian. Election of executive officers shall be by the Board of Directors during the August Board of Directors meeting. Executive officers elected shall serve from the adjournment of the August board meeting to the adjournment of the August board meeting of the following year.

Section 2. The President shall preside at all meetings and direct all business of the corporation, subject to the directions of the Board of Directors. The President may appoint any necessary committee. The President shall appoint a webmaster, as necessary, to maintain and regularly update the official website of the corporation.

Section 3. In the absence or disability of the President, the Vice-President shall perform the duties of the President. Otherwise, the Vice-President shall act as the custodian of the premises and shall be charged with ensuring that proper care is taken of the Vanity Theater and all properties of the corporation.

Section 4. The Secretary will keep the records of the corporation, keep minutes of the meetings, maintain a roll of membership and give notice of all meetings upon proper request. The Secretary shall also ensure that a newsletter outlining the activities of the corporation is submitted to the membership for each production in the regular season.

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Section 5. The Treasurer shall be custodian of all funds of the corporation and shall maintain financial reports and pay all authorized expenses.

Section 6. The Parliamentarian shall be charged with maintaining order at all meetings of the Board of Directors and membership. The Parliamentarian shall interpret these By-Laws when asked to do so and maintain knowledge of all policies of the Board of Directors.

Section 7. The office of President shall not be filled by the same member of the Board of Directors for more than two consecutive terms.

Section 8. All and only members of the Board of Directors whose terms are not coming to immediate expiration shall be eligible for election to executive office.

Article VI – BOARD OF DIRECTORS

Section 1. The administration of this corporation shall be controlled by the Board of Directors who shall supervise all its business affairs. Suggestions received from members during the annual meeting of the membership or otherwise shall be given serious consideration.

Section 2. The membership of Sugar Creek Players, Inc. at each annual meeting shall elect no more than five (5) from among its membership to serve three (3) year terms as members of the Board of Directors. The membership of Sugar Creek Players, Inc. or its Board of Directors may elect from the general membership a member to occupy vacated seats within the Board of Directors for the remainder of the original occupant's term.


Section 3. Pursuant to Section 2 of this article, the Board of Directors shall be comprised of no more than fifteen (15) members elected to serve terms of three years each. Terms shall commence upon the call to order of the regularly scheduled August Board of Directors meeting. Terms shall be staggered so that no more than five (5) directors shall leave the board in a given year. Terms shall conclude at the adjournment of the annual meeting of the membership in the appropriate year.

Section 4. The regular August Board of Directors meeting shall not be scheduled before the annual meeting of the membership and all directors leaving office at the annual meeting shall be invited to the August Board of Directors meeting.

Section 5. Directors must remain members of Sugar Creek Players, Inc. for the entirety of their term and may not be elected for more than two (2) consecutive terms.

Section 6. A director shall forfeit the remainder of his or her term upon being absent for three consecutive meetings of the Board of Directors. The board may overrule this policy where such a decision is in the best interest of the corporation.

Section 7. The Board of Directors may by two-thirds (2/3) vote of no confidence remove a director from the board. The Board of Directors shall have the sole authority to expel members from the board or a committee of the board. No person who is removed from the Board of Directors shall be eligible for re-election to the Board of Directors for one calendar year. The Board of Directors may by two-thirds (2/3) vote of no confidence remove an executive officer from his or her executive position.

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Article VII – STANDING COMMITTEES

Section 1. There shall be eight standing committees of the Board of Directors, including alphabetically: Box Office, Executive, Financial, Governance, Guild, House, Public Relations and Theatrical. Standing Committees may be made up of members of the Board of Directors and general members of the corporation. Upon board approval Standing Committees are responsible for researching, making recommendations and implementing board decisions. This article shall not preclude the President of the corporation from appointing committees on an ad hoc basis.


Section 2. There shall be a standing Box Office Committee consisting of not less than three (3) nor more than five (5) members whose primary purpose shall be to ensure that the box office and the necessities related to the box office are accomplished.

- a. The Box Office Committee shall be chaired by a member of the Board of Directors.
- b. The Box Office Committee shall be responsible for interviewing candidates for the position of Box Office Manager and suggest to the Board of Directors a candidate for hire.
- c. The Box Office Committee shall be responsible for regularly reviewing and updating policy regarding the management of the box office.
- d. The Box Office Committee shall be responsible for filling season ticket orders as they come to the theater.
- e. The Box Office Committee shall be responsible for the printing of the season tickets.
- f. The Box Office Committee shall be responsible for the planning and promoting of season ticket sales.
- g. The Box Office Committee shall be responsible for recruiting ushers and concessions volunteers.

Section 3. There shall be a standing Executive Committee consisting of the five (5) elected, executive officers of the Board of Directors. The responsibility of the Executive Committee shall be to administer the affairs of this corporation with respect to such matters as may arise between regular meetings and the Board of Directors and also to develop, screen, review or otherwise act on matters to come before the full board so as to facilitate its decision making.

Section 4. There shall be a standing Finance Committee consisting of not less than three (3) nor more than five (5) members whose primary purpose shall be the financial integrity of the theater.

- a. The Finance Committee shall be chaired by the Treasurer of Sugar Creek Players, Inc. and shall include the President.
- b. The Finance Committee shall be responsible for planning the annual budget for Sugar Creek Players, Inc. and presenting a budget proposal to the board for approval.
- c. The Finance Committee shall be responsible for planning individual show budgets.

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- d. The Finance Committee shall be responsible for grants.
- e. The Finance Committee shall be responsible for corporate sponsorship.

Section 5. There shall be a standing Governance Committee consisting of not less than three (3) nor more than five (5) members whose primary purpose shall be to ensure that the governance of this corporation and all issues pertaining to policy, contracts, the law and the adequate documentation of board and executive actions are maintained.


- a. The Governance Committee shall be chaired by the Parliamentarian of Sugar Creek Players, Inc. and shall include the President and Secretary.
- b. The Governance Committee shall be comprised of only members of the Board of Directors.
- c. The Governance Committee shall be responsible for regularly reviewing and suggesting to the Board of Directors changes to these By-Laws, its policies and contracts as well as ensure the accurate documentation of decisions related thereto.
- d. The Governance Committee shall be responsible for conferring with the corporation's attorney about local, state and federal law, when necessary.
- e. The Governance Committee shall be responsible for interviewing and reporting to the Board of Directors and the membership, where applicable, on nominees or potential nominees to the membership of the Board of Directors and/or to an office of the corporation.

Section 6. There shall be a standing Guild Committee consisting of not less than five (5) nor more than thirteen (13) members whose primary purpose shall be to organize and govern over a Theater Guild.

- a. The Guild Committee shall be chaired by a member of the Board of Directors.
- b. The Guild Committee shall not be comprised more than half by members of the Board of Directors.
- c. The Guild Committee shall be responsible for organizing and governing a Theater Guild which is comprised of those members of the public who are interested in volunteering for the corporation.
- d. The Guild Committee shall be responsible for ensuring that all income of the Theater Guild is submitted to the Treasurer and that all expenses of the Theater Guild are first approved by the Board of Directors.

Section 7. There shall be a standing House Committee consisting of not less than two (2) nor more than five (5) members whose primary purpose shall be the general maintenance and upkeep of the building (which shall include the rental property) including construction and repairs.

- a. The House Committee shall be chaired by the Vice President of Sugar Creek Players, Inc.

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- b. The House Committee shall be responsible for the assignment of spaces within the premises for the use of productions and other activities of the corporation.
- c. The House Committee shall be responsible for scheduling work days and the securing of supplies and equipment.
- d. The House Committee shall be responsible for cooperating with the Theatrical Committee in regards to equipment needs and the training of personnel.


Section 8. There shall be a standing Public Relations Committee consisting of not less than three (3) nor more than seven (7) members whose primary purpose shall be to ensure community awareness of the activities of the theater.

- a. The Public Relations Committee shall be chaired by a member of the Board of Directors.
- b. The Public Relations Committee shall be responsible for the printing of the programs, posters and/or table tents for each production.
- c. The Public Relations Committee shall be responsible for securing an individual to sell advertisements and coordinating those advertisements.
- d. The Public Relations Committee shall be responsible for advertisements and articles to the newspaper, radio and television stations.

Section 9. There shall be a standing Theatrical Committee consisting of not less than five (5) nor more than nine (9) members whose primary purpose shall be to enable productions by or for Sugar Creek Players, Inc.

- a. The Theatrical Committee shall include at least two (2) members of the Board of Directors, one (1) of which shall be the chairman.
- b. The Theatrical Committee shall be responsible for recommending plays to the board and for running show dates for the upcoming season.
- c. The Theatrical Committee shall be responsible for obtaining directors, musical directors, choreographers, and producers for the season, through board approval.
- d. The Theatrical Committee shall be responsible to address performance needs in the areas of production and design.
- e. The Theatrical Committee shall be responsible for obtaining the rights of the plays for the current season.
- f. The Theatrical Committee shall define the responsibilities of non-contracted production positions.

Section 10. On matters coming before any of the standing committees, a quorum shall consist of a simple majority of its members and a simple majority of those members present and voting shall rule.

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Article VIII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet at least once each month in regular session, pursuant to notice from the Secretary or President. The date, time and location of meetings of the Board of Directors shall be at its own discretion.

Section 2. A simple majority of the members of the Board of Directors shall constitute a quorum. The board shall take no action during a meeting in the absence of a quorum. In all matters brought before the Board of Directors except those specified in Articles VI and X of these By-Laws, a simple majority of those present and voting shall rule.

Section 3. All meetings of the Board of Directors shall be conducted in accordance with the parliamentary procedures described in Robert Rules of Order, Newly Revised where those procedures do not conflict with these By-Laws or the policies of the Board of Directors.

Article IX -- VOTING

Section 1. Each member of the Board of Directors shall be eligible to vote on matters brought before the board, except where denied voting rights herein.


Section 2. Members of the Board of Directors shall refrain from voting on issues that may represent a conflict of interest of personal gain.

Article X – AMENDMENT OF BY-LAWS

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors present and voting at any two (2) consecutive, regular meetings.

Article XI – DISSOLUTION OF SUGAR CREEK PLAYERS BOARD

Section 1. Upon dissolution of the corporation, the Board of Directors shall after paying or making provision for the payments of all liabilities of the corporation dispose of all assets of the corporation, exclusively for the purpose of the corporation in such a manner or to any corporation with the same purposes, as shall at the same time qualify as an exempt corporation under 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding provision of the future, as the Board to determine. If all assets are not divided they shall be disposed of by the Circuit Court of Montgomery County, Indiana.

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