

SUMMER SAVOYARDS, INC. BYLAWS

ARTICLE I

Name

The organization shall be known as the Summer Savoyards Incorporated, herein after referred to as the Summer Savoyards.

Article II

Purpose

It is the purpose of the Summer Savoyards to provide enjoyable shows for our audience, and both an enjoyable summer and a learning experience for our members, through the production of musical drama, primarily the works of Gilbert and Sullivan. Each show shall be done as professionally as possible, but not to the exclusion of anyone willing and ready to learn.

ARTICLE III

Members of the Organization

SECTION 1. GENERAL MEMBERSHIP. Any person who has ever worked on any Summer Savoyards production is considered to be a life member of the organization.

SECTION 2. VOTING MEMBERSHIP. All voting members shall be seventeen or more years of age, or entering their senior year in high school, and qualify under Section 1 above. Voting members may not have been paid by the Summer Savoyards within the last 2 seasons.

SECTION 3. NON-VOTING MEMBERSHIP.

- *Any person who has been paid for their work for the Summer Savoyards within the last two seasons shall be a non-voting member. The only exception may be an individual appointed to the Advisory Board, and chosen by that body to be its President. That person shall be a voting member of the Executive Board, as prescribed below in Article IV, Section 1, Paragraphs B and C.*
- *Any member who has worked on a Summer Savoyards production, but not in the past two seasons, shall be a non-voting member.*
- *Any person under the age of seventeen, who is accompanied by a member parent, may participate and be a non-voting member.*

- *Any person under the age of seventeen who, because of exceptional talent is sponsored by a director and approved by the Board, shall be anon-voting member.*

ARTICLE IV

Board of Directors

SECTION 1. DUTIES AND AUTHORITY.

A. Divisions. The Summer Savoyards shall vest executive authority in an Executive Board, and an Advisory Board. The term "Board of Directors" refers to both the Executive and Advisory Boards unless specifically stated, throughout the remainder of this document.

The Board of Directors shall have general responsibility for carrying on the business of the Summer Savoyards, including but not limited to:

- *Selecting the show(s) for the current season;*
- *Choosing a theatre;*
- *Choosing the Show Production Staff and Business Manager as detailed later in this document;*
- *Scheduling meetings of the General Membership, and of the Board of Directors;*
- *Act as general financial overseer.*
- *Carrying out the duties of any officers or production staff not appointed or elected*

B. Executive Board. The Executive Board is composed of eight (8) persons; seven (7) persons elected by the voting membership, and the President of the Advisory Board.

The Executive Board's responsibilities include but are not limited to:

- *Electing a Chair, Vice-Chair, Secretary, and Treasurer from its seven members elected by the general voting membership;*
- *Selecting the Producer, and in consultation with the Producer, the Musical, Stage, and Technical Directors, and the Costume and Set Designers;*
- *Approving the season's budget;*
- *Approving funds for items not included in the budget;*
- *Approving at the end of the fiscal year, an audited, final statement of income.*

C. Advisory Board. The Advisory Board is composed of the Producer, the Musical, Stage and Technical Directors, and the Costume and Set Designers, and other persons appointed by the Executive Board, as described in Section 6 of this article. The Advisory Board's responsibilities include, but are not limited to:

- *Electing from its members, a President, who shall be a voting member of the Executive Board, except during votes on issues of their own salary (if applicable) or line items in the annual budget;*
- *Providing the Executive Board with a broader spectrum of opinion and expertise on the varied matters which arise during the season.*
- *Meeting at regular intervals, independently from the Executive Board.*

SECTION 2. ELECTION OF THE EXECUTIVE BOARD. A. General. Elections for the Executive Board shall be held at a general membership meeting on the first Friday following the close of the Summer show. The elections shall officially begin the new season. Any person(s) seeking (re)election shall provide a list (verbal or written) of their accomplishments and goals. B. Terms. Terms for positions of the Executive Board shall be two years each. Three positions shall expire during odd-numbered years, and four positions shall expire during even-numbered years. C. Qualifications. In order to be elected to the Executive Board, a person must be a qualified voting member of the organization. Any person running for election must be at least 19 years of age on or before the subsequent December 31st. D. Procedures. Voting members shall elect the Executive Board. At the first meeting of the Executive Board, the Executive Board shall elect a Chair, Vice-Chair, Secretary, and Treasurer from among themselves.

SECTION 3. REMOVAL OF MEMBERS OF THE EXECUTIVE BOARD. A member of the Executive Board may be removed by a two-thirds majority vote of the voting membership at a general membership meeting called for the specific purpose of removal of an Executive Board member. An Executive Board member shall be automatically removed from office when that member has missed, without notice or valid excuse provided to the Chair, three consecutive, regularly scheduled, Executive Board meetings, for which proper notice has been given. The Chair shall give written warning to an Executive Board member who misses two consecutive regularly scheduled meetings without notice or valid excuse.

SECTION 4. RESIGNATION. A member of the Executive Board may resign from the Board of Directors by giving written notice of such resignation to the Chair of the Board of Directors or to the Secretary.

SECTION 5. VACANCIES. In the event of a vacancy on the Executive Board, the Board of Directors shall appoint an eligible member to fill the vacancy until the next Summer elections. At that membership meeting, the elections shall be held, if necessary, to fill the remainder of an unexpired term.

SECTION 6. ADVISORY BOARD. A. Appointment of the Advisory Board. The Executive Board shall appoint a non-voting Advisory Board consisting of the Producer, the Musical, Stage and Technical Directors, and the Costume and Set Designers upon their selection. The Executive Board is at liberty to appoint any other individuals to the Advisory Board at any time during the season. The Advisory Board shall not exceed twelve members. B. Terms. The Producer, the Musical, Stage and Technical Directors, and the Costume and Set Designers terms continue until their successors are chosen. Terms for other positions on the Advisory Board shall be from date of appointment to the end of the season during which the appointment was made. C. Qualifications. In order to be appointed to the Advisory Board, a person must not be a member of the Executive Board unless they have been selected for one of the aforementioned positions (Directors, et. al). Otherwise, appointments may be made on the basis of expertise, experience, and/or willingness to serve.

D. Procedures. The Executive Board shall appoint members to the Advisory Board. SECTION 7. REMOVAL OF MEMBERS OF THE ADVISORY BOARD. A member of the Advisory Board may be removed by a two-thirds majority vote of the Executive Board. This vote may be taken at any regular meeting of the Executive Board. An Advisory Board member shall be automatically removed from office when that member has missed, without notice or valid excuse provided to the Chair, three consecutive, regularly scheduled, Advisory Board meetings, for which proper notice has been given. The Chair shall give written warning to an Advisory Board member who misses two consecutive regularly scheduled meetings without notice or valid excuse.

8. *RESIGNATION. A member of the Advisory Board shall tender his resignation in writing to the Chair or Secretary of the Executive Board if that member is a contracted employee of the Summer Savoyards. If the Advisory Board member is not a contracted employee of the Summer Savoyards, then their resignation may be made verbally to the Chair or Secretary of the Executive Board.*

ARTICLE V

Meetings of Members of the Organization
and the Board of Directors
Powers of the Board of Directors

SECTION 1. POWERS. The Board of Directors shall have full power and authority to exercise all the powers of the organization.

SECTION 2. GENERAL MEETING. A meeting of the General Membership, or General Meeting, shall be any such meeting called by the Board of Directors at which any constitutional business is to be discussed and/or voted upon. A General Meeting is open to all members, voting and non-voting. Advance notice of a General Meeting may be given by telephone, post or electronic mail. A general meeting shall be considered official only if at least fifteen (15) voting members are present, including members of the Board of Directors.

SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS. Meetings of the Board of Directors shall be held monthly. Notice by telephone or electronic mail of such meetings shall serve as sufficient notice. Board of Directors meetings are open to any member, unless the meeting is closed for specifically stated reasons by the vote of the Board. However, the Executive Board may enter into closed session for discussion of personnel or contract matters only.

SECTION 4. EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS. Emergency meetings of the Board of Directors may be called by the Chair or by the Secretary at the request of any two (2) members of the Board.

SECTION 5. QUORUM. A majority of the members of the Executive Board shall constitute a quorum at Board of Director meetings. A quorum of the general membership at a general membership meeting shall consist of no less than fifteen (15) voting members, including the members of the Board of Directors. Members not present may not be nominated for open positions without their prior written consent.

SECTION 6. VOTE REQUIRED FOR ACTION BY THE BOARD OF DIRECTORS. No action may be taken by the Board of Directors except by a majority vote of those members present. Proxy voting is allowed only by formal, written, single topic directorship.

ARTICLE VI

Committees

The Chair, with the approval of the Board of Directors, may appoint committees composed of members of the Board of Directors and members of the organization, voting or otherwise, from time to time as necessary to the operation of the organization.

ARTICLE VII

Duties

SECTION 1. CHAIR OF THE BOARD. The Chair of the Board shall preside over all meetings of the Board of Directors and General Membership. The Chair shall be the official representative of, and spokesman for, the Summer Savoyards. The Chair, or Acting Chair, shall not vote, except in the event of a tie. The Chair may not serve as Producer or Business Manager. SECTION 2. VICE-CHAIR. The Vice-Chair of the Board shall assume the duties of the Chair in the Chair's absence. The Vice-Chair shall be a member of all committees, and shall be the official liaison between the Summer Savoyards and other organizations. The Vice-Chair is required to attend all official Summer Savoyards functions. SECTION 3. SECRETARY. The Secretary shall keep the official records of any Board or General Membership meeting. Any motion or amendment passed at such meetings shall be included in the Secretary's minutes. The Secretary shall handle all official correspondence of the Summer Savoyards. The Secretary shall prepare, in consultation with the Chair, an agenda for each Board or General Membership meeting, and distribute the agenda to all Board Members at least two days before said meeting. At each meeting of the Executive Board, the Secretary shall provide a printed copy of the minutes of the previous Executive Board meeting to each Executive Board member. Additional copies of the minutes shall be made available upon request. In the absence of the Chair and the Vice-Chair, the Secretary shall assume both their duties. The Secretary may not serve as Business Manager. SECTION 4. TREASURER. The Treasurer shall oversee the financial aspects of the organization. The Treasurer shall, in conjunction with the Producer and the Business Manager, prepare a fiscal year budget, to be submitted to the Board of Directors for approval. The Treasurer, with the Business Manager, shall be responsible for submitting grant applications, and for preparing any necessary documentation required by the grantor. The Treasurer may not serve as Business Manager or Producer. In the absence of the other three officers, the Treasurer shall assume their duties. SECTION 5. BUSINESS MANAGER. The Business Manager shall be responsible to the Treasurer for maintaining accurate business records for the organization. The Business Manager shall be responsible for recording all business transactions, paying all bills, collecting monies and making proper bank deposits, along with maintaining the group's check book. The Business Manager, with the Treasurer and the Producer, shall draw up a budget for approval by the Board of Directors. At the end of each fiscal year the Business Manager shall draw up a final financial statement, in conjunction with the Treasurer, to be submitted to the Board. The Business Manager and the Treasurer shall be responsible for submitting grant applications, and for preparing any necessary documentation required by the grantor. The Business Manager may not serve as Chair of the Board, Treasurer, or Producer. SECTION 6. PRODUCER. The Board of Directors shall act as Producer for the upcoming Summer show until a specific Producer is appointed. In that capacity, the Board may make appointments to any production staff position it deems necessary. The Producer shall coordinate and supervise the various aspects of the production of all shows for-which (s)he is appointed. The Producer is directly responsible to the Board of Directors, and is also responsible for carrying out the duties of the Producer as further defined in the Policy and Production Manual of the Summer Savoyards. The Producer shall have authority to exercise the powers of the Board of Directors, but only within the jurisdiction set forth by the Board. Together with the Treasurer and Business Manager, the Producer shall draw up the budget and authorize purchases made for shows, keeping within the respective line item budgets. The Producer may not serve as Business Manager, Chair of the Board, Treasurer, Music Director, Stage Director, or Technical Director. Further duties and responsibilities of the Producer are defined in the Policy and Production Manual. SECTION 7. MUSICAL DIRECTOR. The Musical Director is directly responsible to the Board of Directors and the Producer. The Musical Director is also responsible for the musical production of the show, and for carrying out the duties of the Musical Director as stated in the Policy and Production Manual of the Summer Savoyards. The Musical Director may not perform in a Summer Savoyards production except in extraordinary circumstances and then only with the express permission of the Board of Directors. SECTION 8. STAGE

DIRECTOR. The Stage Director is directly responsible to the Board of Directors and the Producer. The Stage Director is also responsible for the staged production of the show, and for carrying out the duties of the Stage Director, as stated in the Policy and Production Manual of the Summer Savoyards. The Stage Director may not perform in a Summer Savoyards production except in extraordinary circumstances and then only with the express permission of the Board of Directors. SECTION 9.

TECHNICAL DIRECTOR. The Technical Director shall be responsible for the technical aspects of the production as defined in the Policy and Production Manual of the Summer Savoyards. The Technical Director is directly responsible to the Board of Directors, and the Producer. The Technical Director may not perform in a Summer Savoyard production except in extraordinary circumstances and then only with the express permission of the Board of Directors. SECTION 10. AUXILIARY PRODUCER. An Auxiliary Producer may be appointed by the Board of Directors to coordinate and supervise a production, other than the primary Summer production. The Auxiliary Producer shall, together with the Treasurer and Business Manager, draft a budget and maintain financial records for the production. The Auxiliary Producer shall submit to the Board of Directors, the production schedule, the location, and show title. The Auxiliary Producer shall attend Board meeting and provide progress updates. The Auxiliary Producer shall be responsible for providing detailed status and financial reports, as required by the Board of Directors. The Auxiliary Producer does not have the authority to enter into contracts on behalf of the Summer Savoyards. The Chair of the Board, the Treasurer and the Business Manager have authority to sign contracts for auxiliary productions. The Auxiliary Producer may not be the Chair, Treasurer, or Business Manager.

ARTICLE VIII

Staff

SECTION 1. GENERAL. The Board of Directors shall employ paid and unpaid people, as the need arises, to meet the needs of the Summer Savoyards. No other person, committee, or group shall enter into contract, negotiation, agreement, or discussion of employment salary, gratuity, or duties with any person or organization in the name of the Summer Savoyards without the specific consent of the Executive Board of Directors. All persons working for the Summer Savoyards for monetary remuneration shall have a written contract. SECTION 2. ORCHESTRA. The Board of Directors shall agree upon a fixed fee or gratuity for members of the orchestra. This fee or gratuity shall not be exceeded for any members of the orchestra without the specific approval of the Executive Board of Directors at the request of the Musical Director. SECTION 3. PROFESSIONAL EMPLOYMENT. With the exception of those positions detailed in Article VII of these Bylaws, the Summer Savoyards shall not provide professional employment to any persons except where dictated by theatre contract, law, or business protocol. All persons involved in Summer Savoyards productions, except those people holding positions as outlined in Article VII of these Bylaws, shall be regarded as amateurs by the Summer Savoyards, regardless of occupation, status, or association with professional organizations.

ARTICLE IX

Fiscal

SECTION 1. FISCAL YEAR. The fiscal year of the Summer Savoyards shall be from November 1 to October 31. SECTION 2. BUDGET. The annual budget shall be drawn up by the Treasurer, Business Manager, and producer, to be submitted to the Board

of Directors by March 1, for approval. The Producer and Business Manager shall be responsible for the budget throughout the season. At the end of a season, a final statement shall be submitted to the Board of Directors by November 30, listing budget and actual amounts spent, reporting any income or deficits on a production. SECTION 3. ACCOUNTS. The organization shall maintain at least two banking accounts, one checking and one savings. Signatures required for these accounts shall be determined on a year-to-year basis by the Board of Directors. The three people who shall be eligible to sign are the Chair of the Board, the Treasurer, and the Business Manager.

ARTICLE X

Amendments to Bylaws

Amendments to these Bylaws shall be submitted to the Executive Board in writing. If approved by a majority of the Board, two-thirds (2/3) of a general meeting shall effect the change. If not approved by a majority of the Board, three-quarters (3/4) approval of a general meeting shall be required to effect the change.

ARTICLE XI

Definition of Season

The acting season extends from the General Meeting directly after the final performance of the Summer production to the General Meeting following the next summer's production.

Bylaws updated December 1985

Rewritten and submitted to the Board of Directors by the Bylaws Revision Committee - Mary Jo Baker, Virginia Howell, and Judith H. Mica.

Revisions accepted by the general membership, December 1985. Bylaws retyped 8/12/98. JHM.

Bylaws revised December, 2005

Revised and submitted to the Board of Directors by the Bylaws Revision Committee - Thomas R. Blake, Stephen M. Dell'Aversano, Andr ea Gregori, Joshua Thorpe, Richard P. Vollmer, David P. Wiktorek, Sherry Williamson

Revisions accepted by the general membership, December 30, 2005