

PLAYERS DE NOC, INC. BY-LAWS  
as amended October 23, 2020

ARTICLE I: Name

The name of this organization shall be "Players De Noc, Inc." The central point of operation for the organization shall be the City of Escanaba, County of Delta, State of Michigan.

ARTICLE II: Purpose

Players De Noc, Inc., is a non-profit organization existing for the purpose of presenting and promoting various forms of live theatre. The said organization is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future Federal Tax Code.

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 and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause hereof. 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, nor intervene in (including the publishing or distribution of statements) any political campaign or on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code corresponding sections of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or a corresponding section of any future Federal Tax Code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for public purposes. Any such assets not disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III: Membership and Dues

Persons shall become members of Players De Noc on an annual basis through the payment of dues. The amount of these dues for each succeeding year shall be set by the Board of Directors at their meeting prior to the annual meeting. The amount of dues for

membership shall be uniform for all persons. Gifts and donations shall not be accepted in lieu of membership dues.

## ARTICLE IV: Meetings

### Section 1: Regular Meetings

Regular meetings of Players De Noc, Inc., shall be held on the second Tuesday of each month. during September through May of each season. Meetings may be adjusted when in conflict with productions.

Regular Meetings of the organization may also be adjusted or canceled by the Board of Directors in emergency situations such as, extreme weather, acts of God, orders of the Civil authorities, or other unforeseen circumstances. In such case, an Email report will be sent to the members covering any actions taken by the Board of Directors in regard to any such emergency.

### Section 2: Special Meetings

Special meetings of members may be called by the President, the Board of Directors or not less than one-tenth of the members. Request for special meetings by not less than one-tenth of the members must be directed to the President or the Secretary in writing.

### Section 3: Annual Meeting

The annual meeting of the members shall be held in Escanaba on the second Tuesday in May for the purpose of electing directors and for the transaction of other business as may be legal.

If the annual meeting is a legal holiday in the State of Michigan, the annual meeting shall be held on the next business day. If, for any reason, the election of directors is not held on the annual meeting day, the Board of Directors shall call a special meeting of the members for the election as soon as possible and convenient.

In the case of an emergency situation, such as extreme weather, an act of God, order of the civil authorities, or other unforeseen situation, the Board of Directors is authorized to adjust the date of the annual meeting to the earliest possible date after restrictions are lifted.

### Section 4: Notice of Meeting

Written or printed notice stating the place, date and time of any meeting of members shall be delivered either personally or by mail or electronic communication to each member entitled to vote, not less than five (5) nor more

than thirty (30) days before the date of the meeting preferably on or about the 25th of the preceding month for the regular meeting, by or at the direction of the President, the secretary, or the officers of people calling the meeting. In case of special meeting, or one required by statute, or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to member at his address, as it appears upon the records of the corporation, with postage thereupon prepaid.

#### Section 5: Quorum

Twenty-five (25%) per cent of the membership shall constitute a quorum for conducting business at any meeting. If a quorum is not present at any meeting of the membership, the members present may meet but not conduct official business.

#### Section 6: Voting

Each member sixteen (16) years of age or older shall be entitled to one (1) vote on each matter submitted to a vote before the membership. Members must be present at the time of voting in order to cast their vote.

#### Section 7: Voting by Mail

If a Quorum of the membership is not present at an annual or special meeting for the purpose of electing directors or officers, the election may be conducted by US mail, email, virtual meeting or other manner of contact as the Board of Directors may specify. This does not preclude use of currently unknown forms of communication as may be developed in the future .

### ARTICLE V: Board of Directors

#### Section 1: General Powers

The affairs of the corporation shall be managed by the Board of Directors.

#### Section 2: Eligibility

Directors shall be residents of the County of Delta, State of Michigan, and members of the corporation at the time of election, and throughout their term.

#### Section 3: Number and Tenure

The number of directors shall be seven (7). Each Director shall be elected to a three (3) year term on a staggered basis, i.e. two (2) elected in each of the first two years and three (3) elected the third year, except for 1977, when five (5) Directors shall be elected for the following terms: three (3) for three years, one (1) for two

years, and one (1) for one year. No person shall serve on the Board of Directors for more than six (6) consecutive years.

### Section 3A, Optional Members At Large

The Board of Directors, from time to time, as they see fit, may appoint up to two (2) Members at Large to sit on the Board of Directors. Length of term of the appointment of said Directors shall be established by the Board at the time of appointment and may be modified at any time by a majority vote of the Board. Said Members at Large are not required to meet the eligibility requirements of Section Two (2) herein, and are not to be counted when determining the existence of a quorum. Said Members At Large shall not be required to regularly attend Board meetings.

It is the intention of the membership that the Members At Large positions to the Board of Directors will be used to involve people in special projects who cannot or do not wish to attend and participate in every Board meeting.

### Section 4: Regular Meetings

The Board of Directors shall select the time and place within the County of Delta, State of Michigan, for the holding of regular meetings of the board.

### Section 5: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President of the corporation or by any two directors. Person or persons authorized to call a special meeting of the board may fix any place within the State of Michigan as the place for the holding of any special meetings of the board called by them.

### Section 6: Notice of Meetings

Notice of any regular or special meetings of the Board of Directors shall be given at least five (5) days previously thereto by written or verbal (by telephone) notice, delivered personally, or sent by mail or electronic communication to each director at his address shown by the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by the law, or by these by-laws.

## Section 7: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at such meeting, the directors present may meet but not conduct official business.

## Section 8: Attendance of Board Members at Regular and Special meetings of the Board of Directors

If a Board member has three (3) unexcused absences in a fiscal year, that board seat may be declared vacant and a new member may be appointed by the remaining members of the Board of Directors to fill the position in accordance with sub-section 10 below.

## Section 9: Majority Rule

The majority of the directors present at the meeting at which a quorum is present shall rule the Board of Directors, unless the rule of a greater number is required by the law, or by these By-Laws.

## Section 10: Vacancies

Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, shall be filled at the discretion of the Board of Directors. A director elected or appointed shall fill a vacancy for the unexpired term of his predecessor in office. This election or appointment shall require approval by the general membership at a regular or special meeting.

If the vacancy is the result of an expired term of office, and the membership is unable to vote for board members because of an emergency situation as defined in article IV Section 3 above, the current outgoing board members will hold over and continue to function as full board members until a vote can be taken and new board members elected.

## Section 11: Compensation

Directors shall not receive any salary or other compensation for their services, unless specifically authorized by the members of the corporation.

## Section 12: Protection of Directors

A volunteer director shall not be personally liable to the Corporation or its members for monetary damages for a breach of the Director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director for any of the following:

1. A breach of the Director's duty of loyalty to the Corporation or its

members;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of MCL 450.2551(1) (this relates to conflicts of interest in business dealings with the corporation for personal gain by the Director);
4. A transaction from which the Director derived an improper personal benefit;
5. An act or omission occurring before the date this amendment is filed with the Michigan Department of Commerce Corporation and Securities Bureau; and
6. An act or omission that is grossly negligent.

The corporation assumes all liability to any persons other than the Corporation or its members for all acts or omissions of a volunteer Director occurring on or after the date this Amendment is filed with the Michigan Department of Commerce, Corporations and Securities bureau. The Corporation shall indemnify its Directors as provided for in these By-Laws.

## ARTICLE VI: Officers

### Section 1: Officers

The officers of the corporation shall be a president, vice-president, secretary and a treasurer. The Board of Directors may elect or appoint other officers, including an executive director, assistant secretaries or assistant treasurers, as it may from time to time be deemed desirable. A person may not hold more than one (1) office at any time.

### Section 2: Election and Term of Offices

The officers of the corporation shall be elected from among the Board of Directors by majority vote of the Board of Directors, to serve a one (1) year term. Each officer elected shall hold office until his successor shall have been duly elected or shall have been qualified for said office.

### Section 3: Vacancies

A vacancy in any office because of death, resignation or removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, in accordance with Article V, Section 9.

#### Section 4: President

The President shall be the principal executive officer of the corporation and shall, in general, supervise all of the business and affairs of the company. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by statute to some other officer or agent of the corporation; and in general, he shall perform all of 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.

#### Section 5: Vice-President

The Vice-President in the absence of the President shall perform the duties of the President. The Vice-President shall, in addition, perform such other duties as shall from time to time be assigned to him/her by the President or by the Board of Directors.

#### Section 6: Secretary

The Secretary shall keep the minutes of the meeting of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the By-Laws, or as required by law; be custodian of all records; keep a register of the post office address of each member, and in general, perform all duties as may be, from time to time, assigned to him/her by the President or by the Board of Directors.

#### Section 7: Treasurer

The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of the company. The Treasurer shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and shall deposit all such monies in the name of the corporation in such banks as shall be selected in accordance with the provisions of ARTICLE VIII of these By-Laws, and in general, perform all of the duties incident to the office of Treasurer, and such other duties as may be from time to time assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded, the discharge of his/her duties, in such a sum and with such surety of sureties as the Board of Directors shall determine.

#### Section 8: Recording Secretaries - Assistant Treasurers

If required and appointed by the Board of Directors, Assistant Secretaries and

Treasurers in general shall perform such duties as may be assigned to them by the President, Secretary, Treasurer or Board of Directors of the corporation.

## ARTICLE VII: Committees

### Section 1: Type and membership

The President, by resolution, adopted by a majority of the directors, may designate one or more ad hoc committees. Each committee shall consist of one or more directors and one or more members of the corporation. Persons other than members may be appointed to serve on ad hoc committees in an ex-officio capacity for the provision of expertise. Committees, to the extent provided in the resolution creating them, shall perform specific responsibilities and bring committee findings and recommendations to the Board of Directors for action.

### Section 2: Term of Office

Each member of a committee shall continue until the charge given that committee has been completed, or the member is removed from the committee, or the member ceases to qualify as a member, any of which shall be the discretion of the Board of Directors.

### Section 3: Chairperson

One member of each committee shall be appointed Chairperson by the President.

### Section 4: Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

### Section 5: Rules

Each committee may adopt rules and policies for its government when not inconsistent with these By-Laws or with rules adopted by the Board of Directors. All committee proceedings shall be public in nature and such information shall be available to any member of this corporation upon contacting the chairperson of the committee concerned. Written proceedings of committee meetings are not required unless specifically requested by the Board of Directors.

### Section 6: Nominating Committee Report

The nominating committee established under Section 1 of this Article shall report in writing to the general membership five (5) days prior to the Annual Meeting. This report shall be mailed to members and shall include the list of nominees for the election of Directors.



## ARTICLE VIII: Corporate Funds and Contracts

### Section 1: Contracts

The Board of Directors may authorize any officer or officers of the company to enter into any contract in the name or on behalf of the corporation, and such authority may be general or confined to specific instances.

### Section 2: Corporate funds

All funds of the corporation shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies or other depositories the Board of Directors may select.

### Section 3: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general or special purposes of the corporation.

### Section 4: - Scholarships

The Board of Directors may, at their discretion, and upon written application or letter of request, award yearly scholarships to qualified applicants pursuing advancement in the arts. The total amount available annually shall not exceed one thousand dollars (\$1,000.00) and no single award shall exceed two hundred fifty dollars (\$250.00).

## ARTICLE IX: Certificate of Membership

### Section 1: Certificate of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in the form to be determined by the Board of Directors and said certificates shall be signed by the Membership Chairperson. If the certificates shall become lost, mutilated or destroyed, new certificates may be issued therefor, upon such terms and conditions as the Board of Directors may determine. Each new member shall receive a copy of these By-Laws.

## ARTICLE X: Books and Records

### Section 1:

The corporation shall keep a correct and complete book and record of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, shall keep at the registered or principal office of the corporation a record giving the names and

addresses of all of the members entitled to vote. All books and records of the company may be inspected by any member, his agent or attorney for any proper purpose, at any reasonable time.

#### ARTICLE XI: Fiscal Year

The fiscal year of the corporation shall be August 1 to July 31.

#### ARTICLE XII: Amendments to By-Laws

##### Section 1:

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds 2/3 majority of the quorum of members present at any meetings held in accordance with Article IV of these By-Laws. The meeting notice must include the specific Article and Section to be revised or repealed.

#### ARTICLE XIII: Indemnification

##### Section 1:

The Corporation may indemnify any Director, officer, employee, or agent of the Corporation who is apart or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not against expenses, including reasonable attorney fees, judgment fines, and amounts paid in settlement, actually an reasonably incurred by him or her in connection with such action, suit or proceeding, if the Director, officer, employee, or agent of the Corporation acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, the best interests of the Corporation and its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be or not opposed to the best interests of the Corporation or its members and with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful. The Corporation may indemnify such persons against expenses, including reasonable attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit as provided for in

this section except that no indemnifications shall be made with respect to any claim, issue or matter in which such person has been found liable to the Corporation unless and only to the extent that the Court in which the action or suit was brought has determined, upon application, that despite the adjudication such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merit or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including actual and reasonable attorney's fees, incurred by him or her in connection with such action, suit, or proceeding, and an action, suit, or proceeding brought to enforce the mandatory indemnification provision by Section 563 of the Non-Profit Corporation Act.

## Section 2

Any indemnification made hereunder shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct herein set forth and as set forth in the Non-Profit Corporation Act. Such determination shall be made either by a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action, suit, or proceeding; or if such quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action, the committee shall consist of not less than two disinterested Directors; by independent legal counsel in a written opinion; or by vote of a majority of the members at an annual meeting or a special meeting called for such purpose.

## Section 3

Expenses incurred in defending a civil or criminal action, suit, or proceeding as described in this section may be paid by the Corporation in advance of the final disposition of such action, suit, or proceedings, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provided in this action continues as to a person who ceases to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or is serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability as specified in this section. Such insurance shall be purchased only as authorized by a vote of a majority of the

members at any annual meeting or special meeting called for such purpose.

By laws as amended by the general membership of the Corporation on October 23, 2020.

           *ss. Katherine LeDuc* \_\_\_\_\_  
Katherine LeDuc  
Secretary, Players de Noc, Inc.

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