

THE FOUR COUNTY PLAYERS, INCORPORATED
Barboursville, Virginia

BYLAWS

PREAMBLE

Four County Players, Incorporated (“4CP”) was organized under Articles of Incorporation dated March 30, 1973 (the “Articles of Incorporation”) and as subsequently expanded, for the following purposes:

- To stimulate and encourage interest in the arts among the citizens of Albemarle, Greene, Louisa, and Orange Counties, as well as the surrounding counties;
- To provide an organization for coordination of the activities of those citizens in the area who are interested in the arts;
- To provide for the opportunity for workshops in the arts;
- To identify and nurture individual talents in the arts;
- To establish standards for quality presentations in the arts; and
- To do all such other things as may be lawful and desirable in promoting the artistic, cultural, and educational welfare of the citizens of the central Virginia region.

4CP is organized for such purposes and shall be governed by this document (the “Bylaws”).

The Four County Players Nondiscrimination Policy: At Four County Players, all are welcome, always. Four County Players does not discriminate based on race, national origin, ethnicity, religion, sex, sexual orientation, gender expression, marital status, age, military status, or disability. This policy applies to employees, volunteers, members, patrons, vendors, and contractors.

DEFINITIONS APPLICABLE UNDER THE BYLAWS

Director: A 4CP member who has been elected to manage the activities of 4CP as defined in Article II.

Board: The body of Directors when referenced as a whole, or when operating as a whole as determined by an applicable vote of the Directors.

Executive Committee: Collectively, the officers of the Board (the President, Vice President of Business, Vice President of Arts, Treasurer, and Secretary) are authorized, as applicable, to conduct business on behalf of the Board.

Regular Board Meeting: The regular monthly meeting of the Board.

Fiscal Year: The Fiscal Year shall be January 1 through December 31 of each year.

ARTICLE I

Membership

Section 1: Types of Members. There shall be two types of members, regular and honorary, collectively, “4CP Members”. The Board may designate new categories of members as the need arises. Members shall have privileges as set forth in the Bylaws and as may be directed by the Board.

Section 2: Regular Members. A regular member of 4CP in good standing is an individual who pays dues established under Article IX (“Regular Member”). Each Regular Member shall be a voting member, entitled to one vote. A Regular Member may become a Director in accordance with Article VIII.

Section 3: Honorary Members. An honorary member of 4CP (“Honorary Member”) is an individual selected by a majority vote of the Directors. Honorary Members have lifetime membership and are not required to pay dues. An Honorary Member is not eligible to become a Director or entitled to vote unless additionally a Regular Member.

ARTICLE II

Directors

Section 1: Eligibility of Members. Regular Members are eligible to become Directors in accordance with Article VIII. Directors must be eighteen (18) years of age, provided however, one Director may be elected at sixteen (16) years of age to serve as a youth director (“Youth Director”).

Section 2: Composition of the Board. The Board shall be composed of a minimum of six (6) Directors, and a maximum of sixteen (16) Directors, including a Youth Director. Each such person duly nominated and elected to the Board in accordance with Article VIII is a Director. Should the number of Directors fall below six, then a meeting of the Regular Members shall be called by any of the remaining Directors to fill vacancies.

Ratified by the Regular Members on June 4, 2016.

Section 3: Terms of Office. A Director shall serve a three-year term. Up to one-third (1/3) of the Board, excluding the Youth Director, shall be elected each year to serve such three-year terms. The term of a Youth Director automatically expires upon his/her eighteenth (18th) birthday.

Section 4: Vacancies. If the office of a Director becomes vacant for any reason, the Directors may elect a successor in accordance with Article VIII to complete the unexpired term.

Section 5: Powers. The Board shall have the authority to perform all acts consistent with the good management of 4CP, shall be charged with the responsibility of properly administering the affairs of 4CP, and shall have all of the duties and authority granted by the Code of Virginia not otherwise expressly forbidden in the Articles of Incorporation or Bylaws. The Board is prohibited from engaging in political activities, including, but not limited to, endorsing candidates for political office, offering services or programs to a candidate for political office or a candidate's supporters that are not otherwise offered to the public or to 4CP Members, and from sponsoring or endorsing legislative or governmental acts that do not concern, benefit or promote the arts. Unless otherwise provided for in the Bylaws, approval of an action or vote shall be determined by a simple majority. Notwithstanding anything to the contrary contained in the Bylaws, the Youth Director is not a voting Director and shall not hold office as otherwise provided for under Article III.

Section 6: Duties of Directors. It is the responsibility of the Board and each Director to ensure that all matters concerning 4CP proceed in accordance with the Articles of Incorporation, the Bylaws, 4CP's Conflict of Interest Policy ("Conflict of Interest Policy"), the laws of the Commonwealth of Virginia, and Section 501(c)3 of the Internal Revenue Code. A Director or Directors, or any employee of 4CP may not act in the name of 4CP without authorization from the Board or the Executive Committee, as applicable.

1. Directors shall serve without compensation, provided however, that stipends may be paid to a Director for services rendered in accordance with the Conflict of Interest Policy.
2. Directors are required to attend all Regular Board Meetings unless prior notification is given to the President or Secretary. If a Director misses three (3) consecutive Regular Board Meetings, a majority of the Board may vote at the next Regular Board Meeting to confirm that this Director shall be deemed to have resigned the office.
3. Directors are expected to do the following:
 - a. To serve as chairperson or member of at least two (2) 4CP committees or subcommittees.
 - b. Regularly provide assistance in the areas of house managing, staffing the Bistro, ushering, etc. during at least one performance for each production.
 - c. Receive regular updates about productions and provide feedback as warranted.
 - d. Bring all individual concerns about the general operations or specific productions of 4CP to the attention of committee chairpersons, Board officers, and/or the President, and subsequently as applicable, for more discussion to the entire Board.
 - e. Keep all details of the management of 4CP in the strictest confidence.
 - f. To at all times be a good ambassador for 4CP by pursuing positive and respectful relationships with fellow Directors, 4CP Members, 4CP volunteers, and the public at-large.
4. Directors are responsible for evaluating, and by voting in accordance with Article II Section 5 to approve or disapprove the following:
 - a. The season's selection of shows.
 - b. The annual budget.
 - c. All show budgets and additions to show budgets as needed.
 - d. All non-show related expenditures not explicitly in the annual budget that are in excess of \$750.

ARTICLE III Officers of the Board

Section 1: Officers. The executive officers of 4CP ("Officers") shall consist of a President, a Vice President of Business, a Vice President of Arts, a Treasurer, and a Secretary, collectively, the "Executive Committee." Directors shall elect the Officers in accordance with Article VIII.

Section 2: Executive Committee. As authorized by the Board, the Executive Committee or the Officers may conduct business on behalf of the Board when it is not practical for the Board as a whole to meet and/or make decisions due to expediency or circumstances.

Section 3: Duties of the Officers.

President:

- Conduct the Annual Meeting of 4CP Members as set forth in Article V of the Bylaws;
- Conduct the meeting[s] of the Board as set forth in articles VI and VII of the Bylaws;
- Provide general supervision of the affairs of 4CP;
- Sign all contracts, documents and other instruments requiring execution by 4CP;

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- Make reports to the Board and to 4CP Members, including, but not limited to, a summary of topics discussed at the last Regular Board Meeting, actions of the Executive Committee, issues facing 4CP Members or the local community, and any other activities of the President;
- Be responsible for the supervision of any 4CP employees; and
- Perform all such other duties incidental to the office or assigned by the Board.

Vice President of Business:

- Chair the Finance Committee;
- Preside over such other committees determined to be applicable to the office by the Board;
- Preside over all meetings in the absence of the President; and
- Perform all other such duties incidental to the office or assigned by the Board.

Vice President of Arts:

- Preside over such committees determined to be applicable to the office by the Board;
- Preside over all meetings in the absence of the President and the Vice President of Business; and
- Perform all other such duties incidental to the office or assigned by the Board.

Treasurer:

- Collect dues and monies;
- Make disbursements;
- Keep the books of 4CP;
- Prepare for the annual audit;
- Prepare the budget and charges;
- File corporate tax returns; and
- Review and present insurance needs.

Secretary:

- Record minutes of meetings and notices;
- Produce meeting agendas, as applicable;
- Maintain and monitor the 4CP online calendar;
- Receive and file correspondence; and
- Serve as Board parliamentarian.

Section 4: Vacancies. Should a vacancy occur among the Officers, the vacancy shall be filled for the unexpired portion of the term by the Board in accordance with Article VIII.

Section 5: Other Officers and Agents. The Board may appoint other officers and agents to hold office, and to exercise such powers and perform such duties as deemed necessary by the Board; and further, the Board may provide for the hiring and termination of employees of 4CP.

ARTICLE IV

Committees

Section 1: Committees. Ad hoc and permanent committees may be appointed by the President.

Section 2: Permanent Committees. The President, with the approval of a majority of the Board, shall designate such permanent committees as may be deemed proper for the operation of 4CP. The President shall appoint a chairperson for any such committee with said appointment automatically renewing itself each calendar year until either removal by the President or upon resignation by the appointee. Committees or chairpersons shall not have authority to act on behalf of 4CP or the Board unless expressly authorized by the Board. Committees shall serve to advise the Board and to execute actions approved by the Board. Standing committees shall consist of at least one Director, one of whom the President shall appoint as chair, and shall be open to the participation of any Regular Members.

ARTICLE V

4CP Members Annual Meeting

Section 1: Time and Place. There shall be an annual meeting of 4CP Members (the “Annual Meeting”). The time and place of the Annual Meeting shall be left to the discretion of the Board and communicated to the 4CP Members at the appropriate time.

Section 2: Notice. Notice of the Annual Meeting shall be sent by regular mail to all 4CP Members not less than thirty (30) days prior to the date of the Annual Meeting.

Section 3: Nature of the Meeting. Annual Meetings are established to inform interested parties of the activities of 4CP and to vote to fill the expired term of Directors by the Regular Members. All 4CP Members are entitled to enter into discussion

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and consideration of all questions presented at the Annual Meeting. Individuals present who are not 4CP Members may be allowed to speak only by invitation of the presiding officer.

Section 4: Parliamentary Procedure. The Annual Meeting shall be informal in tone and frank in discussion. Any procedures not covered in the Articles of Incorporation or the Bylaws shall be determined in accordance with the most current edition of *Robert's Rules of Order*.

Section 5: Order of Business. The following order of business shall be observed at the Annual Meeting at the discretion of the President or other presiding officer:

1. Call to Order;
2. Recording of attendance by the Secretary or delegate;
3. Call for proxies;
4. Reading of the Minutes of the previous Annual Meeting;
5. Officers' reports;
6. Old Business;
7. New Business;
8. Announcements; and
9. Adjournment.

ARTICLE VI

Regular Board Meeting

Section 1: Time and Place. Regular Board Meetings shall be held once a month at the office of 4CP on such day and time as set by the Board. The Board may keep its records at the office of 4CP or at other such places as it may from time to time determine.

Section 2: Notice. Notice of any changes to the time and place of the Regular Board Meeting shall be sent to each Director not less than seven (7) days prior to the date of the Regular Board Meeting by telephone or by electronic mail.

Section 3: Nature of the Meeting. The purpose of the Regular Board Meeting is to conduct the business of 4CP in accordance with the Articles of Incorporation, the Bylaws, the laws of the Commonwealth of Virginia, and Section 501(c)3 of the Internal Revenue Code. Regular Board Meetings are open to all 4CP Members, but only Directors may vote. Professionals paid by or associated with 4CP, and paid employees of 4CP, may attend Regular Board Meetings with the approval of the Board. Closed meetings may be called by any Director at any time and shall be open to Directors only, unless otherwise approved by a majority of the Board.

Section 4: Order of Business.

1. Call to Order;
2. Roll call;
3. Reading of Minutes and Correspondence;
4. Officers' reports;
5. Staff Reports;
6. Old Business;
7. New Business;
8. Committee Reports; and
9. Adjournment.

Section 5: Parliamentary Procedure. The Regular Board Meeting shall be informal in tone and frank in discussion. Any procedures not covered in the Articles of Incorporation or the Bylaws shall be determined in accordance with the most current edition of *Robert's Rules of Order*.

ARTICLE VII

Special Meetings

Section 1: Special Meetings. A special meeting ("Special Meeting") of the Board or 4CP Members may be called by the President or a majority vote of the entire Board then serving. Such meeting of the Board may be called with twenty-four (24) hours' notice to each Director by telephone or electronic mail. Such meeting of 4CP Members may be called with fourteen (14) days' notice to 4CP Members by regular mail, telephone or electronic mail.

Section 2: Voting. If a Special Meeting is necessary to conduct business or for the Board to act before a Regular Board Meeting convenes, the President or Secretary is authorized to conduct a vote remotely by conference call to obtain a Director's vote on the standing question of business. The vote of each Director shall be recorded and then entered into the minutes of the next Regular Board Meeting. Any action by the Board in this manner shall only be valid if the total of the votes recorded at the time the votes were taken represents a quorum (a "Quorum," as defined in Article VIII Section 9).

ARTICLE VIII

Ratified by the Regular Members on June 4, 2016.

Nominations, Voting, Elections, Removal

Section 1: Eligibility. Regular Members are eligible to become Directors and Officers of the Board.

Section 2: Nomination of Directors. Whether by election to fill an expired term or an unexpired term, such election shall be in accordance with 4CP's Director nomination and election process" (the "Director Nomination and Election Process").

Section 3: Election of Directors. Candidates for Director to fill an expired term or an unexpired term must receive approval by a three-fourths (3/4) majority vote of the Regular Members who voted, either by proxy prior to, or who were in attendance at the Annual Meeting. Candidates for Director to fill an unexpired term may otherwise be elected by a three-fourths (3/4) majority vote of the entire Board then serving. If the number of candidates exceeds the number of vacancies available at any one time as voting is taking place, the candidate or candidates receiving the highest number of votes shall be declared elected.

Section 4: Removal of Directors. A Director may be removed with cause at any meeting of the Board by a three-fourths (3/4) majority vote of the entire Board then serving.

Section 5: Nomination of Officers. Directors shall nominate candidates from among the Board to fill Officer positions.

Section 6: Election of Officers. Directors shall elect nominated candidates annually by a majority vote of the entire Board then serving, at the first Regular Board Meeting after the Annual Meeting (the "Annual Officer Election"). Officer positions that become vacant prior to the Annual Officer Election may be elected on an interim basis at any time from among the Board by a majority vote of the entire Board then serving.

Section 7: Removal of Officers. Any Officer may be removed with cause at any meeting of the Board by a three-fourths (3/4) majority vote of the Board then serving.

Section 8: Voting Protocol. A Regular Member or Director must be eighteen (18) years of age to be eligible to vote in any 4CP proceeding. For purposes of computing the total number of votes in any proceeding and any majority or portion thereof, the total number of Regular Members or Directors shall not include persons less than eighteen (18) years of age. Any vote that is required may be cast in person or by written proxy, unless otherwise provided for in the Bylaws.

Section 9: Quorum. At all meetings of the Board, attendance by a majority of the entire Board then serving shall be necessary and sufficient to constitute a quorum for the transaction of business, provided however, when the entire Board contains fewer than twelve (12) Directors, attendance by two-thirds (2/3) of the entire Board then serving shall be necessary and sufficient to constitute a quorum for the transaction of business ("Quorum"). The presence of a Quorum for the transaction of business by conference call in accordance with Article VII Section 2 must be confirmed by the Executive Committee and recorded along with such transaction of business. An act of a majority of the Quorum shall be the act of the Board, except as may otherwise be provided by the Code of Virginia or the Bylaws. In the absence of a Quorum, a meeting of the Board shall be postponed and reconvened when a Quorum is present, provided however, that the minutes from any previous meeting may be read and corrected, and reports by Officers and committees may be given prior to such postponement. A Quorum shall not be necessary to adjourn a meeting of the Board.

ARTICLE IX

Dues, Fees and Assessments

The Board shall determine dues for Regular Members. The Board may designate additional categories of membership as may be expedient.

ARTICLE X

Amendments

The Bylaws may be amended, repealed or altered, in whole or in part as amendments to the Bylaws ("Amendments") by a three-fourths (3/4) majority vote of the Regular Members who voted, either by proxy prior to, or were otherwise in attendance at the Annual Meeting. Amendments may be proposed for adoption to the Board by any Regular Member, and must be sent to the office of 4CP and to the Regular Members by regular mail. No Amendments will be voted upon by the Regular Members less than fourteen (14) days after receipt of the proposal at the office of 4CP. Correction of the minutes for grammatical or clarification purposes shall not be included under the terms of this article.

ARTICLE XI

Adoption and Ratification

The Bylaws were first adopted by the Board then serving, and became ratified by the Regular Members. Bylaws as amended above must be ratified and adopted by a three-fourths (3/4) majority vote of the Regular Members who voted, either by proxy prior to, or were otherwise in attendance at the Annual Meeting.

ARTICLE XII

Dissolution

4CP may be dissolved by recommendation of the Board and approved in writing by a three-fourths (3/4) majority vote of the Regular Members. In the event of the dissolution of 4CP, whether voluntary or involuntary, or by operation of law, none of

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the assets of 4CP shall be distributed to 4CP Members, but after payment of all lawful debts of 4CP, its property and assets shall be given to a charitable organization or organizations described in Section 501(c)3 of the Internal Revenue Code, as selected by the Board.

Ratified by the Regular Members on June 4, 2016.