

ST. DUNSTAN'S THEATRE GUILD OF CRANBROOK, INC. AMENDED BY-LAWS

As Approved by the Membership September 29, 1963; April 4, 1968;
May 22, 1971; May 19, 1975; May 19, 1976; May 19, 1977; May 19, 1978;
May 21, 1979; May 19, 1980; May 19, 1983; May 23, 1984; May 20, 1985;
June 25, 1986; May 19, 1988; May 22, 1989; April 22, 1991; May 19, 1992;
May 19, 1994; May 19, 1998; May 19, 1999; May 22, 2000; May 20, 2002;
May 19, 2008; May 20, 2019, and August 23, 2021

ARTICLE I

Membership

SECTION 1. Membership Fees. All persons paying the annual dues as designed for the class of membership to which they shall have been elected by the Directors of the Corporation shall be eligible for membership in the Corporation.

[a] **Annual Dues**

Annual dues shall be noticed to each member in writing and shall be payable on the first day of July and, if unpaid, become delinquent on the first day of August of each year. Members whose dues are not received by the first day of September shall be notified in writing by first class mail, postage prepaid, at the address listed in the Guild Roster that if receipt of the delinquent dues are not received by the first day of October, they shall be dropped from Guild membership at the next scheduled meeting of the Board of Directors. Intent to resign or request for change in status or class of membership must be signified by letter to the Board of Directors before the first of October or the member is liable for full payment of annual dues. In the case of a member joining in the latter half of the membership year, annual dues may be pro-rated at the discretion of the Board.

[b] **Reinstatement Fees**

A resigned member who applied for reinstatement shall not be charged any additional fee if the records of the Corporation show that he/she was a member in good standing at the time of resignation. If re-elected to membership by the Board of Directors, annual dues shall apply as covered under [a] above.

SECTION 2. Voting Memberships. There shall be classes of voting membership, comprising members entitled to vote at all meetings of members of the Corporation, with qualifications and annual dues incident to each, as follows:

[a] **Active - Annual Dues \$50.00**

An Active member shall be a working member participating in the activities of the Corporation during the play season. A play season commences with the September show and closes with the June show. During each play season, each Active member shall help on the Volunteer Team of their choice or by request from Volunteer Team Leaders and/or the Board of Directors.

[b] **Senior - Annual Dues: 50% of Active Dues**

Senior membership is available to those members who have been Active or CEC members of the organization for twenty [20] years or more. A Senior member has all the rights and privileges of an Active member, but shall have no obligation to participate in the work of the organization, although he or she may volunteer for any activities. Transfer to this class of membership requires approval of the Board of Directors.

[c] **Honorary - No Fees**

Honorary membership may be conferred by unanimous vote of the Board of Directors. Honorary members shall have all the rights and privileges of active members.

SECTION 3. Non-Voting Memberships. There shall be classes of non-voting membership, comprising members not entitled to vote or hold office in the Corporation, with qualifications and annual dues incident to each, as follows:

[a] Non-Resident - Annual Dues \$25.00

Members of every class may transfer to Non-Resident status upon request if they change their place of residence outside a twenty-five [25] mile radius of Bloomfield Hills. Non-Resident members shall have all the rights and privileges of Active Members, except they shall not be entitled to vote.

SECTION 4. Sponsorship of Members. Applications for membership shall be addressed to, and filed with, the Board of Directors on forms furnished by the Board. One member of any class of membership, who has belonged to the Corporation for more than one fiscal year and is in good standing, is required as sponsor. A relative of the applicant may not act as sponsor. Members of the Board of Directors may sponsor an applicant for membership. A prerequisite to membership shall be a basic knowledge of the rights, privileges and obligations of said membership as shall be satisfactory to the Board of Directors. A letter of recommendation must be provided by the sponsor, and must be directed to the Board of Directors in a manner and form prescribed by the Board.

SECTION 5. Transfer of Membership. Transfer from one class of membership to another may be made by the Board of Directors at its discretion, provided, however, that the member being transferred shall meet the qualifications of the class to which he/she is transferred.

SECTION 6. Membership Quota. The membership of this organization shall be limited to 275 Active members and 100 Associate members. Membership limits may be changed only at a regularly-called meeting of the membership by a majority of those present. The membership quota for Senior, Honorary and Non-Resident members shall be left to the discretion of the Board of Directors.

ARTICLE II

Fiscal Year and Membership Year

The fiscal year and membership year of the Corporation shall be from July 1 to June 30 in the succeeding year, inclusive.

ARTICLE III

Meetings of Members

SECTION 1. Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held in the City of Bloomfield Hills, Michigan, on the 19th day of May at the time and place designated by the Board of Directors. If May 19 is a legal holiday, a Friday, Saturday or Sunday, the meeting shall be held on the following Monday. The meeting shall be held for the election of Directors and the transaction of such other business as may properly come before the membership.

SECTION 2. Special Meetings. Special meetings of the Corporation may be called by order of the President or a majority of the Board of Directors. A special meeting must be called when a petition signed by ten [10%] percent of the voting membership is presented to the Board of Directors; these meetings shall be held in the City of Bloomfield Hills at a time and place designated by the Board of Directors.

SECTION 3. Notices. Written notice of all meetings of the Corporation stating the time, place and purpose, shall be provided to each member at least five [5] days prior to the scheduled time.

SECTION 4. Quorum. Twenty-five [25%] percent of the voting members of the Corporation must be present, or have filed an absentee ballot, in order to constitute a quorum for the transaction of business at all meetings.

SECTION 5. Voting. Each voting member shall be entitled to one [1] vote.

SECTION 6. Ballots. All ballots [including absentee ballots] for Directors shall be secret. The Board shall be empowered to conduct elections in such a manner as reasonable to assure a secret ballot.

ARTICLE IV

Board of Directors

SECTION 1. Number and Qualifications. The affairs, property and business of the Corporation shall be managed by a Board of Directors consisting of seven [7] members. All Directors must be voting members of the corporation.

SECTION 2. Election and Term of Office.

[a] Term of Office. New Directors are elected by the membership at each Annual Meeting on a rotating basis of two [2] or three [3] per year, depending on how many Directors are leaving the Board. Each Director shall serve, without salary or pecuniary benefits, for three [3] years, or until a successor has been elected.

[b] Nomination and Election to Board of Directors.

[1] Nominating Team. The Nominating Team shall consist of the remaining members of the Board of Directors.

- The Nominating Committee shall nominate one [1] candidate for each of the vacancies on the Board of Directors.
- The names of the candidates for Board of Directors shall be published to the entire membership at least thirty [30] days prior to the Annual Meeting with notice of the provision for independent nominations.
- The Nominating Committee, as is reasonably feasible, shall maintain a balance in the composition of the Board as a whole.

[c] Nominating Petitions. Additional nominations for vacancies on the Board of Directors may also be made by eligible voters of the membership. Such a petition must be accompanied by the permission of the person nominated to be a candidate. The nominating petition must be presented to an officer of St Dunstan's at least twenty [20] days prior to the Annual Meeting, accompanied by a letter of intent and short bio for consideration.

[d] Voting. At least ten [10] days prior to the Annual Meeting, the names of the nominees shall be sent to the voting membership. Voting shall be by paper ballot to be returned on or before the Annual Meeting. There shall be no write-in candidates. Absentee, proxy or replacement ballots may be acquired from the Nomination Committee.

SECTION 3. Filling of Vacancies. Vacancies on the Board of Directors, from any cause other than expiration of a term of office, may be filled by the remaining Directors.

SECTION 4. Powers and Duties. The Board of Directors shall exercise the general management of the business and affairs of the Corporation under the statutes, the Articles of Corporation, and the By-Laws. The Board shall have the power to enter into agreements, incur obligations, borrow money, and acquire, invest and dispose of property of the Corporation [both real and personal, tangible and intangible] without the assent of the members: provided however, that if the performance of any one instance [other than transactions involving deposits or certificates of deposit in recognized banking institutions or investment agencies] involves an amount in excess of Five Thousand [\$5.000] Dollars, the approval of a majority of the Board of Directors and a majority of the Chairpersons of the credited work committees must be obtained, in writing. The Board shall adopt such rules and regulations for: The proper management of the affairs of the corporation; the conduct of its meetings; the removal of any officer or officers and the filling of any vacancies so caused; to appoint committees and chairmen, define their powers and duties and discharge the same.

SECTION 5. Meetings. Regular meetings of the Board of Directors may be held at such times and places and on such notice, if any, as the Board shall determine. Special meetings shall be held whenever called by the President or any two members of the Board by delivering a notice [mail or phone] to each Directors forty-eight [48] hours prior to the meeting.

SECTION 6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at all regular or special meetings. Any act of a majority of Directors present at any meeting of the Board of Directors duly held shall be the act of the Board of Directors.

ARTICLE V

Officers

SECTION 1. Enumeration of Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Corresponding Secretary, and a Recording Secretary, all of whom must be members of the Board of Directors. The Board of Directors may name other officers with such powers and duties as they specify.

SECTION 2. Election and Term of Office. Immediately following the election of Directors at the Annual Meeting, the new Board of Directors shall elect the officers of the Corporation. All officers, unless sooner removed by the Board of Directors, shall hold their respective offices until the end of the fiscal year. If an officer cannot be decided upon by the Board, it shall be elected by the membership during the Annual Meeting.

SECTION 3. President. The President shall preside at all meetings of the Corporation and of the Board of Directors, perform all of the duties usually pertaining to the office of the President, and other duties that may be required by the Board of Directors.

SECTION 4. Vice President. In the absence of the President, or his/her inability to act, or if the office of President is vacant, the Vice President shall exercise all of the powers of the President, and perform other duties that may be required by the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall have the care and custody of the funds and securities of the Corporation, subject to the control of the Board of Directors, and shall keep accurate accounts thereof. He/she shall perform other duties that may be required by the Board of Directors.

SECTION 6. Recording Secretary. The Recording Secretary shall keep a written record of all meetings of the Corporation and the Board of Directors, perform the duties usually pertaining to the office of secretary and other duties that may be required by the Board of Directors.

SECTION 7. Corresponding Secretary. The Corresponding Secretary shall be responsible for communications and notices to be sent to members of the Corporation and perform such other duties that may be required by the Board of Directors.

SECTION 8. Compensation of Officers. No officer of the Corporation shall receive, directly or indirectly, any salary, compensation or other emolument from the Corporation.

SECTION 9. Bonding. The President, Treasurer and members of the Financial Committee shall be bonded for Twenty Thousand [\$20,000] Dollars each, in favor of the Corporation. The form of the bond and the sureties thereof shall be acceptable to the Board of Directors.

ARTICLE VI

Notice and Waiver of Notice

Any notice required by statute or by these By-Laws to be given to any member, Director, or Officer shall be deemed sufficient if addressed to such member, directors or Officer at such address as appears on the books of the Corporation, or in default of other address, to such members, Director or Officer at the general post office box in the City of Bloomfield Hills, Michigan, and [if given by mail] if deposited, postage prepaid, in any United State Government post office box; or [if given by wire] if filed with fee prepaid in any office of any recognized telegraph company of this country; and such notice shall be deemed to have been given at the time of mailing [if given by mail] or at the time of delivery of the telegraph company [if given by wire]; and where notice is given in the manner herein provided, no publication of notice shall be necessary, except in respect to meetings for the taking of proceedings where notice by publication is expressly required by statute. Any notice may be waived by any member, Director or Officer; and the presence of any member, Director or Officer at any meeting shall be deemed as to him to be a waiver of any notice of such meeting.

ARTICLE VII

Principal Office

The principal office of the Corporation shall be located in the city of Bloomfield Hills, State of Michigan. The location of said office in Bloomfield Hills may, at any time, be changed by vote of the Board of Directors. It shall then be the duty of the Corresponding Secretary to notify the members of such change of location of the principal office.

ARTICLE VIII

Negotiable Instruments

All agreements, deeds, leases, mortgage, assignments, releases, bills of exchange, notes or other instruments shall be signed in the name of the Corporation by any two [2] Officers so empowered from time to time by the Board of Directors. Any bonded Officer of this Corporation is permitted to sign checks or drafts.

ARTICLE IX

Amendment of By-Laws

These By-Laws may be amended, added to, altered or repealed, or new By-Laws may be adopted by affirmative vote of a majority of the members present at any regular or special meeting of the members of the Corporation, provided that a quorum of the members, as constituted in Article III, Section 4 of these by-Laws, is present in person or represented by proxy, and provided notice that the same is to be considered and acted upon, and stating the nature thereof, shall have been included in the notice or waiver of notice of the meeting. Such notice shall be given in accordance with Article III, Section 3 of these By-Laws. Amendments shall be proposed by the Board of Directors or by membership petition signed by at least twenty-five [25%] percent of the members of all voting classes, provided that the proposed amendment and supporting petition are received by the Board of Directors at least thirty [30] days prior to a meeting duly called.

ARTICLE X

Corporate Property - Real and Personal

In the event of dissolution, all assets, real and personal, shall be distributed to such organization, voted upon by the membership, which are qualified as tax exempt under Section 501 [c] [3] of the Internal Revenue Code, or the corresponding provisions of a future United States Internal revenue Law. This Organization is organized and operated exclusively for purposes described in Section 501 [c] [3] of the Internal Revenue Code.

ARTICLE XI

Name of the Corporation

The name of the Corporation shall be St. Dunstan's Theatre Guild of Cranbrook, Inc.