

ARTICLE I — Name

Section 1.01 The name of this organization shall be Circle Players, Inc.

ARTICLE II— Offices

Section 2.01 Principal Office: The principal office of this organization shall be in the Township of Piscataway, County of Middlesex, State of New Jersey.

Section 2.02 Other Offices: The organization may have other offices at such places as the Board of Trustees may designate.

ARTICLE III — Object

Section 3.01 The object of this organization is to further appreciation of and education in the dramatic arts through presentations, exhibits, and workshops.

ARTICLE IV — Membership

Section 4.01 Requirements for Membership: Requirements for membership shall be a participating interest in the object of the organization to an extent satisfactory to the Board of Trustees, age of at least eighteen (18) years, and payment of dues as set forth by the Executive Board of Directors at the annual meeting.

Section 4.02 Enrollment of Members: Persons applying for membership shall be recommended by an active member. On payment of dues as determined by the Executive Board of Directors, the candidate shall be enrolled as an active member.

Section 4.03 Privileges of Membership: Members may vote at all meetings of the membership of the organization and may hold office, in accordance with the policies set forth in the Operations Manual.

Section 4.04 Disenrollment:

4.04(A) A special meeting of the membership, by two thirds vote, may disenroll a member whose continued membership would be to the detriment of the organization. No other business will be transacted at such a meeting and notice of the meeting must be given to all members and to the person or persons subject to disenrollment. All persons thusly disenrolled shall be notified by the Managing Director and a prorated refund of any already paid dues shall be made.

4.04 (B) Members in arrears of dues for a period determined by the Executive Board of Trustees shall be automatically disenrolled by the Managing Director without a special meeting. Those disenrolled for this reason shall be reinstated by payment of back dues.

ARTICLE V — Board of Trustees

Section 5.01: Number and Qualifications: The affairs and business of the organization shall be managed and controlled by a Board of Trustees, consisting of an Executive Board of seven members and a Supporting Leadership of at least three members, each of whom shall be a member in good standing. Any Trustee ceasing to be a member shall cease to

be a Trustee.

Section 5.02: Election and Term of Office: At the annual meeting the Executive Board of Trustees shall be elected in odd numbered years. Supporting leadership positions may be appointed by the Executive Board with a majority vote, and do not require election by the membership. All Trustees, both in the Executive Board and in the Supporting Leadership, shall serve for a two year term.

Section 5.03 Vacancies: Whenever a vacancy on either the Executive Board or the Supporting Leadership shall occur it shall be filled by selection from the membership by the Executive Board of Trustees until the next annual meeting, when, if the position is on the Executive Board, that Trustee shall be elected to serve the remainder of the term, if any, by the entire membership.

Section 5.04 Duties and Powers: The Board of Trustees shall perform all lawful acts and things necessary and expedient for control and management as limited by these Bylaws or by resolution at a general meeting. The Board may adopt such rules and regulations as they may deem proper. These rules and regulations shall be kept in a suitable location for ready reference by all members.

Section 5.05 Meetings of the Board of Trustees: Meetings of the Board of Trustees shall take place when and where the majority of the Trustees may decide, but at least one meeting a month shall be called for the Executive Board and quarterly meetings for the entire Board of Trustees, including the Supporting Leadership. There shall be an annual meeting of the Board of Trustees as soon as possible after the annual meeting of the membership.

Section 5.06 Quorum and Vote: A majority of the Board of Trustees shall constitute a quorum. All questions brought before a meeting of the Board of Trustees shall be decided by a majority vote unless otherwise directed by these Bylaws, by resolution at a general meeting of the membership, or by parliamentary authority. (Section 8.01)

A) The Board of Trustees or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to receive and transmit information in real time.

B). The Board of Trustees or any committee thereof may take action on a pressing issue without a meeting if deemed appropriate by the Artistic Director and/or Managing Director or committee chair within guidelines set forth by the Center for Non-Profits. A final vote count is to be carried out no sooner than 7 days after the balloting date in order to allow time for exchange of information. An affirmative vote of a majority of all the Executive Board of Trustees or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Board of Trustees or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

C. Proxy voting is not allowed.

Section 5.07 Nominations: At the spring member meeting, a nominating committee consisting of active members shall be appointed in odd- numbered years by the Managing Director, for the purpose of nominating candidates for election to the Executive Board of Trustees. The nominating committee will report its slate of nominees at the final Board meeting of the season. Nominations must include recommended offices for each nominee. On acceptance of the Nominating Committee's report, the full membership shall be informed of the slate of nominees by email. Further nominations may be made from the floor at the annual meeting in June.

ARTICLE VI Officers

Section 6.01 Selection and Term of Office: The Board of Trustees shall, at their annual meeting in odd-numbered years, elect an Executive Board consisting of a Managing Director, Artistic Director, Technical Director, Director of Publicity and Marketing, Director of Audience Development and Director of Finance. This Board may appoint, such other supporting leadership, committee chairs and non-trustee officers as may be necessary. All supporting leadership officers shall serve for one year, or until the selection of their successors, subject to the power of the Executive Board of Trustees to remove any officer by a majority vote. No two Executive Board offices may be held by one person. Please refer to the organizational flow chart for reporting duty information.

Section 6.02 Managing Director: The Managing Director shall preside at all meetings of the membership and at all meetings of the Board of Trustees. In equal partnership with the Artistic Director, he/she shall have general supervision of all departments in the organization, and specific supervision of the Publicity and Marketing, Finance and Audience Development departments subject to the approval of the Executive Board of Trustees. In equal partnership with the Artistic Director, he/she may appoint any committees he/she may deem necessary. The Managing Director shall also keep minutes of all meetings of the membership and of the Board of Trustees and shall read these minutes as required. He/She shall maintain all necessary records and files for the organization except for those which, by decision of the Board of Trustees, may be designated the responsibility of other Officers. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting. Proposed revisions to the job descriptions must be approved by the Membership at the annual meeting. The Managing Director may be bonded by the organization in such an amount as the Board of Trustees may designate.

Section 6.03 Artistic Director: In equal partnership with the Managing Director, he/she shall have general supervision of all departments in the organization, and specific supervision of the Production, Publicity and Marketing and Education departments. In equal partnership with the Managing Director, he/she may appoint any committees he/she may deem necessary. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting. Proposed revisions to the job descriptions must be approved by the Membership at the annual meeting.

Section 6.04 Technical Director: Reporting to the Artistic Director, The Technical Director is responsible for the technical operations of Circle Players, including but not limited to stage management issues, lighting, sound, set design and construction. He/she also

operates, maintains and safeguards the technical assets of the theatre, including supervising the use of lighting, sound, communications equipment, and the use and maintenance of stage facilities. The Technical Director supervises all production staff, including but not limited to producers, stage managers and designers. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting. Proposed revisions to the job descriptions must be approved by the Membership at the annual meeting.

Section 6.05 Director of Publicity and Marketing: Reporting to both the Managing and Artistic Directors, the Director of Publicity and Marketing creates the marketing plan with Artistic and Managing Directors, and continues to hone strategy throughout the season. The Director of Marketing and Publicity supervises a Publicity Coordinator and Online Content Coordinator. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting. Proposed revisions to the job descriptions must be approved by the Membership at the annual meeting.

Section 6.06 Director of Audience Development: Reporting to the Managing Director, the Director of Audience Development develops and executes annual plan and calendar for fundraising and audience development events, seeks, builds and strengthens relationships with community organizations and pursues opportunities to bring new audiences to Circle productions and events. The Director of Audience Development supervises the Fundraising Coordinator, Membership Coordinator, and Volunteer Coordinator. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting. Proposed revisions to the job descriptions must be approved by the Membership at the annual meeting.

Section 6.07 Director of Finance: Reporting to the Managing Director, the Director of Finance shall have care and custody of all the funds and securities of the organization, and shall deposit them in the name of the organization in a bank or banks designated by the Board of Trustees. He/She shall keep full and accurate accounts of the receipt and disbursement of the organization's funds in books belonging to the organization and shall see that all expenditures are duly authorized and evidenced by receipts and vouchers. The Director of Finance shall render to the Managing Director, Artistic Director and the Trustees, whenever they may require it, a full accounting of his/her transactions and of the financial condition of the organization. He/She shall also make a full report at any general meeting of the membership of the organization. The Treasurer may be bonded in such amount as the Board of Trustees designates.

Section 6.08 Director of Education and Outreach: Reporting to the Artistic Director, the Director of Education and Outreach creates (in collaboration with Artistic Director) masterclasses and series classes as part of Circle's education wing. The Director of Education supervises all recruited teachers. All specific duties of this position are outlined in the Job Descriptions document and are subject to approval by the Executive Board and Membership at the annual meeting.

ARTICLE VII— Meetings of the Organization

Section 7.01 Annual Meeting: The annual meeting shall be held in June, at a time and place determined by the Executive Board of Trustees, for the nomination and election of Trustees, for receiving annual reports by the President and other Officers, and for the transaction of any other business.

Section 7.02 General Meetings: General meetings of the members of the organization shall be held quarterly, when and where the Executive Board of Trustees shall determine.

Section 7.03 Special Meetings: Special meetings of the members of the organization shall be held whenever the Executive Board of Trustees or the Artistic Director and/or Managing Director shall call them. The Artistic Director, Managing Director or the Executive Board of Trustees must call such a meeting whenever requested in writing by five or more members. No business except that for which the Special Meeting is called shall be transacted at the Special Meeting, and the minutes of the Special Meeting shall be read at the next general meeting.

Section 7.04 Notification of Meetings: Notice of all general meetings shall be sent to all members by the Executive Board at least one week prior to the meeting. In the case of Special Meetings, the Managing Director or other appointed person or persons shall advise all members of the date, time, place and purpose of the meeting in as expeditious a way as possible.

Section 7.05 Quorum: Ten active members or twenty-five percent of the membership, whichever number is greater, shall constitute a quorum for the transaction of business at meetings of the membership of the organization.

Section 7.06 Voting: At all meetings of the membership of the organization each member shall have one vote on each question to be exercised in person except as stipulated in Section 7.07.

Section 7.07 Voting for the Board of Trustees: No member shall be allowed to vote for trustees unless he/she has attended at least two general meeting of the membership in the twelve months prior to the annual meeting.

ARTICLE VIII Parliamentary Authority

Section 8.01 Designation of Parliamentary Authority: The rules contained in "Robert's Rules of Order, Newly Revised, Tenth Edition" shall govern the organization in all cases to which they are applicable and not inconsistent with these Bylaws.

ARTICLE IX Amendments to the By-Laws

Section 9.01 Proposal and Notification:

Any member or Board member at a regular meeting or a Board meeting, may propose an amendment to these By-laws. The Board must then appoint a committee to review the proposed amendment and reconcile it with other provisions of the By-laws. The committee will present its recommendation to the Board at the next Board meeting.

Section 9.02 Voting on Amendments: Following the committee's report, the amendment may be voted on. All Board members must receive 10 days notice before the vote unless

it is unanimously agreed, by email or other communication, to waive this 10 day requirement. A majority vote of all Board members is required for passage.

ARTICLE X Dissolution of the Organization

Section 10.01 Allocation of Funds Upon Dissolution: Should this organization be dissolved, all funds belonging to the organization and the proceeds of the sale of property and goods belonging to the organization shall, after the payment of any remaining debts, be donated to Rutgers, The State University, for the purpose of establishing a scholarship for a worthy student in Theater Arts.