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Amended July 19, 2020
Amended May 19, 2023
Amended June 1, 2026

BYLAWS FOR THE PEORIA PLAYERS

ARTICLE 1 NAME AND LOCATION

SECTION 1 – NAME

This organization is incorporated under the laws of the State of Illinois as a Corporation not for pecuniary profit, and the corporate name is THE PEORIA PLAYERS.

SECTION 2 – LOCATION

The major activities of THE PEORIA PLAYERS are conducted at 4300 N. University St., Peoria, IL 61614.

ARTICLE II OBJECTS AND DISSOLUTION

SECTION 1 – OBJECTS

The objects for which it is formed are the promotion and presentation of plays and dramatic works, the study of the art of the theatre, theatrical educational outreach, and the encouragement of dramatic work among its members and the community.

SECTION 2 – DISSOLUTION

It shall be the policy of this organization that, in case of the dissolution of this organization as provided by law, the assets of this organization be distributed to a similar organization designated in such articles of dissolution, which similar organization is also a tax-exempt organization as described in the Federal Internal Revenue Code as amended.

ARTICLE III MEMBERSHIP

Membership in THE PEORIA PLAYERS shall be open to any individual. Members of THE PEORIA PLAYERS shall be classified as LIFETIME, ADULT, and YOUTH.

A. LIFETIME Members are those, who have paid, in full, LIFETIME Membership dues as prescribed by the Board of Directors, or who have been granted an honorary LIFETIME Membership. A LIFETIME member is automatically a voting member of THE PEORIA PLAYERS for any Annual or Special voting of the Corporation and shall not be required to pay annual dues. LIFETIME members shall receive a 25% discount on one season ticket annually for the remainder of their life. LIFETIME members shall be recognized in the production programs. Current LIFETIME members shall retain all benefits afforded to them at the time of full payment of LIFETIME member dues.

B. ADULT Membership is for those adults, age sixteen (16) and above who do not qualify for another level of membership, and who have paid in advance, dues as prescribed by the Board of Directors. Adult members shall have full voting privileges as prescribed herein in any Annual or Special voting of THE PEORIA PLAYERS.

C. YOUTH membership is for individuals under the age of sixteen (16) who have paid dues as prescribed by the Board of Directors. They do not have voting privileges.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 – DIRECTORS

A. The Board of Directors shall consist of fourteen (14) voting Directors, and an appointed voting representative of the Peoria Park Board (for as long as **THE PEORIA PLAYERS** has the use of Peoria Park District property).

B. ~~The president~~ President shall appoint three voting members from the community ~~are appointed for three (3) year terms,~~ and those three community members are eligible for re-appointment by the Executive Committee with the approval of the Board of Directors.

C. All members of the Board of Directors must hold a membership in THE PEORIA PLAYERS PPT membership with voting privileges.

D. ~~Members-Board Directors~~ shall be elected by online balloting prior to the Annual Meeting and shall assume their duties immediately.

E. No elected Board Director shall serve more than two (2) consecutive elected terms.

F. No person shall be considered for a Board position who ~~is-~~

a. is related to a paid employee of the THE PEORIA PLAYERS Theatre.

b. is currently a member of any other theatrical board of directors.

c. is currently the chairperson of or serves on any other theatre's Nominating, Budget and/or Play Selection Committee.

d. has ever committed an illegal act in relation to the theatre, its members, its property or its business operations.

~~F.G.~~ After serving two (2) consecutive three (3) year terms, an elected Board Director will not be eligible for re-election for one (1) year.

SECTION 2 – VACANCIES

A vacancy on the Board of Directors shall be filled by a Board vote on a candidate whose name is submitted by the Nominating Committee no more than one (1) month after the vacancy is announced. One (1) or more nominations will be submitted for each vacancy to the Board of Directors at least two (2) weeks before the election meeting. A Director elected to fill a vacancy shall serve the remainder of the term for which ~~his~~ their predecessor was elected and shall be duly notified immediately of ~~his~~ their election by the Chairperson of the Nominating Committee.

SECTION 3 – ATTENDANCE

- A. Board members are required to notify THE PEORIA PLAYERS business manager if **they are** unable to attend a Board meeting.
- B. Board members should attend all meetings in person. If they are unable to attend in person, online attendance is allowed.
- C. If attendance is deemed ~~as~~ a problem because of extraordinary circumstances, the Executive Committee will discuss with the member, determine if the seat shall be forfeited, and will request Board approval.

SECTION 4 – DUTIES

The Board of Directors has the responsibility for the distribution of funds for the operation of the Corporation and shall conduct the entire business thereof. The Board shall have the power to employ such persons as may be necessary in the conduct of the business of the Corporation and to fix the salaries of such persons.

SECTION 5 – MEETINGS

- A. REGULAR meetings of the Board of Directors shall be held once each month on a day to be determined by each Board at its first meeting following the Annual Meeting.
- B. SPECIAL meetings may be called at other times by the President or upon written request of nine (9) Board members. Each member of the Board shall be notified at least forty-eight (48) hours prior to such special meetings. Only the business specified may be acted upon. A special closed meeting of the Board shall be called for including but not exclusive to ~~the following: the election of Officers of the Board~~ within seven (7) calendar days of the Annual Meeting.
- C. SPECIAL VOTING: Special voting via email, an online meeting, or telephone will be allowed if the decision of a vote needs to be expedited. The Executive Committee will make this determination.

SECTION 6 - QUORUM

At any meeting of the Board of Directors, more than one-half (1/2) of the voting members of the Board shall constitute a quorum. The President shall vote only when necessary to break a tie.

ARTICLE V OFFICERS

SECTION 1 – OFFICERS

The officers of THE PEORIA PLAYERS Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer elected from and by the Board of Directors. They constitute the Executive Committee.

SECTION 2 – NOMINATION

The Nominating Committee shall submit to the Board of Directors a slate of one (1) candidate each for offices of President, Vice President, Secretary, and Treasurer. This slate shall be submitted at the first meeting (special as provided for in ARTICLE IV, SECTION 5B, or the regular meeting, whichever would occur first) of the Board of Directors following the Annual election. Additional nominations may be made from the floor at the meeting.

The nominating Committee shall present to the membership, a slate of nominees to fill existing vacancies on the Board of Directors.

SECTION 3 – ELECTION

Officers shall be elected by the Board of Directors at the first meeting following the Annual Meeting. A simple majority shall suffice for election, a quorum being present. They shall assume their duties immediately upon election and shall serve for one (1) year or until their successors are elected.

SECTION 4 – VACANCIES

Vacant offices shall be filled by the Board, which shall vote on candidates whose names are submitted by the Nominating Committee. One or more nominations may be made for each vacancy. Nominations shall be submitted to the Board of Directors at least two (2) weeks before the election meeting. A Director elected to fill a vacancy shall serve the remainder of the term for which ~~their his/her~~ predecessor was elected.

SECTION 5 – DUTIES

- A. The President shall preside at all meetings of the Corporation and the Board of Directors with no vote. ~~They He/she~~ shall sign (with the Treasurer) all contracts and obligations pertaining to ~~their his/her~~ office. The President shall appoint a Parliamentarian and shall not serve as a voting member of any committee. The President shall make recommendations to assist the Board in annual employee evaluations.
- B. The Vice President shall assist the President and perform the duties of the President in ~~their his/her~~ absence. If the office of the President is declared vacant, the Vice President shall succeed only as provided in Article V, Section 4.
- C. The Secretary shall keep the minutes of the meetings of the Corporation and on behalf of the Board of Directors, shall maintain an accurate list of the voting members of THE PEORIA PLAYERS.
- D. The Treasurer shall keep all monies of the Corporation and keep, or cause to be kept, a record of all financial transactions in which the Corporation is concerned. The Treasurer shall submit a monthly

financial report to the Board of Directors at its regular monthly meeting. ~~They~~ ~~He/she~~ shall, with the President, sign all contracts and keep them on file. ~~He/she~~ ~~They~~ shall make payments in accordance with the budget for salaries and regular operating expenses and, upon authorization of the Board of Directors, other expenses not provided for in the budget. The Treasurer shall serve as Chairperson of the Budget Committee as provided for in Article VI, Section 3. The Treasurer shall ensure the books of account are audited at least annually by a Certified Public Accountant, and a copy of the complete audit shall be made available to each Board member. It shall be the responsibility of the Treasurer that the books be kept in accordance with sound accounting practices.

ARTICLE VI STANDING COMMITTEES

The Standing committees chairpersons shall be appointed by the Executive Committee no later than the July Board meeting, subject to the approval of the Board of Directors. ~~Committees shall serve until the appointment of new committees.~~

SECTION 1 – BUILDING AND GROUNDS

There shall be a Building and Grounds Committee whose duties shall be to study the functional and aesthetic properties of the building and grounds and to recommend improvements to the Board of Directors. This committee shall include the Park District representative to the Board.

SECTION 2 – PLAY SELECTION

- A. There shall be a Play Selection Committee which shall consist of six (6) members, the chairman of which shall be a member of the Board of Directors. Two (2) members of this committee shall have served previously on this committee.
- B. Members of the Play Selection Committee should not be considered as possible directors of shows while actively serving on the committee. This rule may be waived by special permission of the Board of Directors in the special interest of the season of plays under consideration, prior to the presentation of the season recommendations.
- C. The Play Selection Committee shall construct a schedule of dates for all productions, including the Summer Youth Theatre and short-run or experimental productions. This committee shall read and also recommend to the Board of Directors plays to be produced during the coming season along with a recommended director or directors for each production by the January Board meeting. The season recommendations of this committee are subject to the approval of the Board of Directors at a regular meeting or a special closed meeting as stated in Article IV, ~~section~~ Section 5 of the Bylaws.

SECTION 3 – BUDGET

~~There shall be a~~ Theatre Budget Committee, chaired by the Treasurer, ~~is and~~ comprised of the President, Business Administrator, the Bookkeeper and ~~two~~ (2) other Board Members. The Committee shall prepare and review by the January Board meeting the detailed budget for the operation of the theatre and season productions. The committee shall approve and recommend ~~this budget~~ to the Board of Directors ~~this budget~~ for adoption. The budget for the upcoming season shall be presented to the Board for approval by the May Board meeting.

SECTION 4 – NOMINATING

A. There shall be a Nominating Committee consisting of a chairperson and five (5) other members. The chairperson and two (2) of its members shall be from the Board of Directors, and the remaining three (3) shall be PEORIA PLAYERS members who are not Board members.

B. ~~At the March meeting~~ the Nominating Committee shall submit to the Board of Directors ~~at the March meeting~~, a slate of eight (8) nominees to fill the existing five (5) vacancies in those years when five (5) are to be elected or seven (7) nominees to fill the existing four (4) vacancies in those years when four (4) are to be elected to the Board. These candidates shall be chosen by the committee on the basis of their interest in the organization or for their special professional talents, which may be advantageous to the organization. Members of the Nominating Committee shall not be considered as candidates for the Board of Directors while actively serving on this committee. Said slate of nominees shall be incorporated into and become a part of the Notice of Call for the Annual Meeting of the Corporation.

C. ~~Independent~~ Nominations for ~~membership on~~ the Board of Directors ~~membership~~ may be made by petitions signed by twenty-five (25) voting members and delivered to the Secretary of the Board of Directors by April 15. This petition shall be verified for accuracy by the Secretary and shall be posted in the ~~theatre's~~ newsletter and any webpages of this organization at least seven (7) days before the start of online voting. The membership shall be notified of the opportunity for independent nomination on or before March 31.

D. The ~~theatre's~~ Business Administrator shall be responsible for publishing the slate of nominees in April, and the Nominating Committee Chair shall be responsible for getting biographies and brief position statements from the nominees. Independent nominees' (write-in candidates') information may also be included.

E. The Nominating Committee Chair shall be responsible for communicating the slate of board nominees to the ~~theater's-theatre's~~ Business Administrator. Together, the Chair, Business Administrator and Board of Directors Secretary will be responsible for creating ballots to be made available through online voting.

F. Cumulative voting (multiple votes for a single candidate) in the Board Elections is not allowed. A voter may choose to vote for only one (1) candidate, but that vote will count only once. A voter may choose to vote up to the maximum number of votes allowed on the ballot. If a voter submits a ballot containing more than one (1) vote for any one individual or more than the maximum number of votes allowed, the ballot will be considered invalid and will not be counted.

SECTION 5 – PRODUCTION COMMITTEE

~~There shall be a Production Committee that~~ shall consist of the following standing committee chairpersons who will each assign their own assistants:

- Costumes
- Properties
- Set Construction
- Set Decoration
- Lighting

- Sound
- Make-up/hair
- Stage Management
- Support

And any other seasonal chairpersons deemed necessary.

SECTION 6 – BYLAWS, POLICIES and PROCEDURES

- A. There shall be a Bylaws, Policies, and Procedures Committee, chaired by the Board Parliamentarian, and comprised of at least two other members of THE PEORIA PLAYERS.
- B. The purpose of the committee shall be to review the bylaws, procedures, and policies on a yearly basis and amend and/or revise as needed.
- C. Changes to procedures and policies must be approved by the Board of Directors.

SECTION 7 – DIVERSITY, EQUITY & INCLUSION (DEI) and LEGAL ADVOCACY COMMITTEE

- A. There shall be a DEI and Legal Advocacy Committee, chaired by a board member not part of the Executive Committee, and comprised of at least two other members of THE PEORIA PLAYERS.
- B. The purpose of the committee shall be to investigate violations of the Code of Conduct or established Diversity, Equity, and Inclusion principles.
- C. The committee shall also investigate any illegal activities occurring on or off theater property that affect the business operations of the theater, or any activity that intimidates, threatens, or coerces any member of THE PEORIA PLAYERS to perform an illegal act.
- D. The committee is charged with the responsibility of seeking legal advice as it seems necessary.
- E. If a violation is not illegal, yet still deemed to be a breach of ethics, the committee shall recommend to the Board of Directors a vote for disciplinary measures for the person(s) involved. The ethical violation may result in an official censure or expulsion from THE PEORIA PLAYERS company membership and a ban from the theater.

ARTICLE VII PERSONNEL

SECTION 1 – BUSINESS ADMINISTRATOR

A Business Administrator may be employed by the Board of Directors upon recommendation of the Executive Committee. The Business Administrator's His/Her duties and responsibilities shall include but are

not limited to implementing the business policies of the Corporation, and the Business Administrator shall be responsible to the President. If reporting to the President reflects a conflict of interest the Business Administrator shall report to the Vice President or other members of the Executive Board. ~~The Business Administrator's duties and length of employment contract shall be submitted by the Executive Committee for approval.~~ It shall be the responsibility of the Business Administrator to make recommendations to the Executive Committee for the hiring of any additional personnel for the operation of the Corporation. The Business Administrator shall attend monthly Board meetings. The Business Administrator shall be an ad-hoc member of all standing committees.

SECTION 2 – BOOKKEEPER

A Bookkeeper may be employed by the Board of Directors upon recommendation of the Executive Committee. ~~The Bookkeeper's His/her~~ duties and responsibilities shall include but are not limited to maintaining the financial records of the Corporation to the Board of Directors. The Business Administrator's duties and length of employment contract shall be submitted by the Executive Committee for approval. The bookkeeper may attend monthly Board meetings.

SECTION 3 – ADDITIONAL PERSONNEL

Additional paid personnel may be added upon the recommendation of the Executive Committee and approval of the Board of Directors.

~~**SECTION 4 – ELIGIBILITY OF EMPLOYMENT**~~

~~Any person not related to a standing Board Member shall be considered eligible for employment at THE PEORIA PLAYERS.~~

ARTICLE VIII MEETINGS

SECTION 1 – ANNUAL MEETING

- A. The Annual Meeting of membership of the Corporation shall be held at the annual recognition dinner or online. The membership shall be notified by mail or email of the date and place of the meeting no less than fifteen (15) days prior to such meeting. This call to meeting shall also include the suggested slate for the Directors to be elected.
- B. The business of the Annual Meeting shall contain any discussion or reports required by law and for any other business that may arise.

SECTION 2 – SPECIAL MEETINGS

Special meetings of the Corporation may be called at any time by the President or by the presentation of the petition of fifteen (15) voting members to the President. Notice of each special meeting of the Corporation shall be mailed or emailed by the Secretary to each member at least seven (7) days prior to the meeting and shall contain notice of the nature of the business to be discussed. Only business so publicized may be acted upon.

SECTION 3 – QUORUM AND VOTING

A. At any annual or special meeting or vote of the membership of THE PEORIA PLAYERS, twenty-five (25) voting members shall constitute a quorum.

B. Online balloting shall be used for the election of the Board Directors and may be used for any special or general business of THE PEORIA PLAYERS as necessary. Online voting for the election of Directors shall end by 12am the day of the Annual Meeting. Together, the Nominating Chair, Business Administrator and Board of Directors Secretary will be responsible for the tabulation and accuracy of the voting. In the event the Secretary is on the ballot for nomination, the President will appoint another member of the Executive Board to serve in their place.

C. There shall be no voting by proxy at any regular or special meeting or vote of THE PEORIA PLAYERS.

SECTION 4 – ROBERT’S RULES OF ORDER

Robert’s Rules of Order shall be the authority for the settlement of parliamentary disputes not covered by these BYLAWS.

ARTICLE IX FINANCIAL ARRANGEMENTS (FISCAL YEAR)

The fiscal year shall be from July 1st through June 30th.

ARTICLE X AMENDMENTS

These BYLAWS may be amended by a two-thirds (2/3) majority vote of a quorum present at any annual or special meeting or voting provided that the amendment has been presented in writing with notice of the pending vote mailed or emailed to each voting member at least thirty (30) days prior to such meetings.