

BY-LAWS OF VOKES PLAYERS, INC

Proposed Changes for 4/11/10 Member Vote

ARTICLE I **MEMBERSHIP**

Original Wording	Proposed Wording	Reason for Change
<p><u>SECTION 1 - Members</u> The persons who at the date of adoption of this revision of the By-Laws of the Corporation (hereinafter called "Vokes") are recorded on its books as Members of Vokes, and such other persons as may hereafter be elected to Membership in Vokes by the Board of Managers (hereinafter referred to as the "Board") shall be the Members of Vokes (hereinafter referred to as the "Members").</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 2 - Election to Membership</u> A person may be nominated for Membership by any two Members. Such nomination shall be made to the Chairman of the Membership Committee who shall make a recommendation to the Board with respect to such application. The Board shall act upon such application and recommendation in accordance with the guidelines for Membership as it shall from time to time prescribe with the approval of the Membership. The Board's action on an application for Membership shall be final and, if negative, such application or a renewal thereof shall not be reconsidered for a period of at least one year from the date of action thereon by the Board.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 3 - Honorary Life Members</u> Any person who, in the opinion of the Board, has gained distinction and prominence in connection with the dramatic arts or other services to Vokes may be elected an Honorary Life Member by vote of a majority of the Board.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 4 - Dues</u> Members and Associate Members shall pay annual dues in the amounts set by the Board of Directors and approved by a majority vote of a Meeting of Members. Honorary Life Members shall not be required to pay dues. All dues shall become due and payable on or before March 1 of each year. Persons elected to Membership after March 1 in each year shall pay dues with respect to the remainder of the year as the Board shall determine, such dues, however, not to exceed the amounts hereinabove specified.</p>	<p><u>SECTION 4 - Dues</u> Members shall pay annual dues in the amounts set by the Board of Directors and approved by a majority vote of a Meeting of Members. Honorary Life Members shall not be required to pay dues. All dues shall become due and payable on or before March 1 of each year. Persons elected to Membership after March 1 in each year shall pay dues with respect to the remainder of the year as the Board shall determine, such dues, however, not to exceed the amounts hereinabove specified. phrase 'and Associate Members' deleted</p>	<p><u>SECTION 4 - Dues</u> There are no current Associate Members and we believe the concept to be no longer valid</p>
<p><u>SECTION 5 - Resignations</u> Any Member may resign by submitting a letter of resignation addressed and delivered to the Secretary.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 6 - Suspension and Expulsion</u> A Member may be expelled or suspended from Membership by a vote of the majority of the Board on account of conduct grossly detrimental to the purposes of Vokes as expressed in its Charter or, except in the case of Honorary Life Members, for non-payment of dues. A member who has been expelled may not be re-nominated for membership for a period of at least one year from the date of such Member's expulsion, except that a Member who has been suspended or expelled for non-payment of dues may be re-instated as a Member at any time by vote of a majority of a quorum of the Board and upon payment of all dues in arrears.</p>	<i>No proposed change</i>	<i>N/A</i>

ARTICLE II
MEETING OF MEMBERS

Original Wording	Proposed Wording	Reason for Change
<p>SECTION 1 - Annual Meeting The Annual Meeting of the Membership for the election of officers, Board Members and two Members of the Nominating Committee for the ensuing year and for presentation of annual reports and such other business as may come before the meeting shall be held in the month of January of each year in the Town of Wayland at such time, date and place as shall be determined by the Board.</p>	<i>No proposed change</i>	<i>N/A</i>
<p>SECTION 2 - Additional Meetings A meeting of the Members shall be held within ninety (90) days after the annual meeting, for the presentation of the annual budget and a report on appointments made by the Board for the current year. Such meeting and additional meetings of the Members shall be held within the Town of Wayland at such times, dates and such places as may be determined by the Board.</p>	<i>No proposed change</i>	<i>N/A</i>
<p>SECTION 3 - Notice of Meetings Written or printed notice stating the time, date, and place of each Meeting of Members shall be given by the Secretary not less than three nor more than ten days prior to such Meeting to each Member by mailing such notice, postage pre-paid and addressed to each Member at the address for such Member as it last appears on the records of Vokes. Such notice need not state the purpose of the Meeting, except as required by Article XII of the By-Laws.</p>	<p>SECTION 3 - Notice of Meetings Written of printed notice stating the time, date, and place of each Meeting of Members shall be given by the Secretary with a minimum of 7 days and a maximum of 30 days prior to such Meeting to each Member by mailing such notice, postage pre-paid and addressed to each Member at the address for such Member as it last appears on the records of Vokes. Such notice need not state the purpose of the Meeting, except as required by Article XII of the By-Laws.</p>	<p>SECTION 3 - Notice of Meetings Allowing for greater time frame for notifications</p>
<p>SECTION 4 - Quorum At all meetings of the Members a quorum for the purpose of acting upon any business before the Meeting shall consists of twenty percent (20%) of the Members, but less than a quorum, by a majority vote may adjourn any Meeting from time to time until the business brought before the Meeting prior to a motion for adjournment shall have been concluded.</p>	<p>SECTION 4 - Quorum At all meetings of the Members a quorum for the purpose of acting upon any business before the Meeting shall consists of twenty percent (20%) of the Members. If less than a quorum is present, a majority vote may adjourn any Meeting from time to time until the business brought before the Meeting prior to a motion for adjournment shall have been concluded.</p>	<p>SECTION 4 - Quorum Cleanup of wording for greater clarity</p>

ARTICLE III
OFFICERS AND BOARD OF MANAGERS

Original Wording	Proposed Wording	Reason for Change
<p>The officers of Vokes shall be a President, a Vice-President, a Secretary and a Treasurer. No person shall hold more than one such office concurrently. The Board shall be comprised of the aforesaid officers and three (3) other members. From time to time, the Board may appoint such other officers as it shall see fit.</p>	<p>The officers of Vokes shall be a President, a Vice-President, a 2nd Vice-President, a Secretary and a Treasurer. No person shall hold more than one such office concurrently. The Board shall be comprised of the aforesaid officers and three (3) other members. From time to time, the Board may appoint such other officers as it shall see fit.</p>	<p>The Board has been functioning with 8 members for a number of years; the current bylaws state that if the elected board does not have a resident of Wayland on it, a special election must be held to elect a 2nd Vice-President - resident of Wayland. With the proposed removal of the requirement to have a Wayland resident on the board (see Article IV below), we would like to retain the position of 2nd Vice-President.</p>

ARTICLE IV
ELECTION OF OFFICERS

Original Wording	Proposed Wording	Reason for Change
<p>The officers shall be elected at each Annual Meeting of the Members and shall hold office until the next Annual Meeting and thereafter until their successors are chosen and qualified. Board Members (other than officers) shall be elected at the Annual Meeting of Members and shall hold office for a term of three (3) years, provided that in the case of election of a Board Member to fill an unexpired term, the person so elected shall hold office until the expiration of such term. At each Annual Meeting, the Members shall elect to the Nominating Committee two (2) Members to serve for a term of one year and thereafter until their successors are chosen and qualified.</p>	<p>Entire paragraph referring to the Second Vice-President/resident of Wayland requirement has been struck.</p>	<p>The demographic of our membership has evolved over the years, and we believe the Wayland residency requirement to be a hindrance to recruiting new board members.</p>
<p>In the event that, after that election of the Board of Managers, the newly-elected Board of Managers does not include at least one resident of the Town of Wayland, a special election shall be held before the adjournment of the annual meeting to select an additional board member. This member shall be a resident of the Town of Wayland, present at the meeting, and shall be designated the Second Vice-President, to serve a term of office of one year. The Second Vice President shall be in every sense a full member of the Board of Managers, with all the rights and responsibilities pertaining thereto.</p>		
<p>Except that in the case where more than one Member has been nominated for the same office, all balloting for election to office shall be by voice vote, the ballot being cast by the Secretary. If there shall be a contest for election to an office, to the Board or to the Nominating Committee, there shall be a secret written ballot with respect to such contest and a teller or tellers for such balloting shall be appointed by the Secretary.</p>		
<p>At the Annual Meeting next following the adoption of this revision of the By-Laws, a vacancy shall be deemed to exist in the office of non-officer Board Member with respect to the most senior Member in terms of consecutive years of tenure in such capacity next preceding the date of the meeting. In order of seniority the terms of the then incumbent non-officer Board Member shall be one and two years respectively.</p>		

ARTICLE V
PRESIDENT AND VICE PRESIDENT

Original Wording	Proposed Wording	Reason for Change
<p>The President shall preside at all meetings of the Members and the Board and shall perform the duties usually pertaining to the office of the President. In the absence of the President or in the event of the President's inability to act, the duties of the office of the President shall be performed by the Vice President.</p>	<p><i>No proposed change</i></p>	<p><i>N/A</i></p>

ARTICLE VI
SECRETARY

Original Wording	Proposed Wording	Reason for Change
<p>The Secretary shall record all minutes and votes at meetings of the Members and of the Board in a book to be kept for that purpose. The Secretary shall give notice of all meetings of the Members or of the Board required by law or by these By-Laws and shall perform such other duties usually pertaining to the office of a recording officer or required to be performed by the laws of the Commonwealth of Massachusetts. In the absence of the Secretary from any meetings of the Membership or of the Board, a Secretary pro tem shall be appointed by the presiding officer and shall perform the duties of the Secretary at such meetings.</p>	<p>The Secretary shall record all minutes and votes at meetings of the Members and of the Board. The Secretary shall give notice of all meetings of the Members or of the Board required by law or by these By-Laws and shall perform such other duties usually pertaining to the office of a recording officer or required to be performed by the laws of the Commonwealth of Massachusetts. In the absence of the Secretary from any meetings of the Membership or of the Board, a Secretary pro tem shall be appointed by the presiding officer and shall perform the duties of the Secretary at such meetings.</p> <p>Dropped phrase 'in a book to be kept for that purpose'</p>	<p>The requirement that a separate book be kept is archaic given modern technology. The minutes must be kept, but other media can be used.</p>

ARTICLE VII
TREASURER

Original Wording	Proposed Wording	Reason for Change
<p>The Treasurer shall have custody of the funds, valuable books and financial records of Vokes and of its Corporate Seal and shall perform all duties usually pertaining to the office of Treasurer. The Treasurer shall at all times be subject to the control and direction of the Board. All contracts and all checks, drafts, notes or other orders for the payments of money shall be signed in the name of Vokes by the Treasurer, except that in the absence or inability to act of the Treasurer, such instruments may be signed on behalf of Vokes by the President and any other member of the Board.</p>	<p>The Treasurer shall have custody of the funds, valuable books and financial records of Vokes and of its Corporate Seal and shall perform all duties usually pertaining to the office of Treasurer or required by the laws of the Commonwealth of Massachusetts and/or the Town of Wayland. The Treasurer shall at all times be subject to the control and direction of the Board. All contracts and all checks, drafts, notes or other orders for the payments of money shall be signed in the name of Vokes by the Treasurer, except that in the absence or inability to act of the Treasurer, such instruments may be signed on behalf of Vokes by the President. deleted phrase 'and any other member of the Board'.</p>	<p>a) The phrase "As required by the laws...Town of Wayland" were added to reflect the fact that these agencies require specific forms to be submitted or financial penalties to Vokes may result. It is the Treasurer's responsibility to keep abreast of all current and future regulations pertaining to financials involving Vokes. b) Not all members of the Board currently have (or should have) signatory authority over Vokes account. We believe it to be the responsibility of the President alone to act as a backup signatory</p>

ARTICLE VIII
BOARD OF MANAGERS

Original Wording	Proposed Wording	Reason for Change
<p><u>SECTION 1 – Powers</u> The Board shall have and exercise all the powers of Vokes, except such as are required by law or by these By-Laws to be exercised by the Members. The Board may appoint such officers, agents and employees as it shall see fit and shall have access to the books, vouchers, records and funds of the Treasurer. Subject to the Provisions of Article V, the Board shall fill all vacancies occurring during the year in any office, committee or on the Board itself and, in the case of the temporary absence of any office or committee member, may appoint a person to perform the duties of such officer or committee member during such person's absence.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 2 - Time and Place of Board Meetings</u> The Board shall hold a meeting as promptly as possible after the Annual Meeting of Members in each year for the purpose of organization, appointment of committees and the transaction of such other business as may come before the meeting. Other meetings of the Board may be called at any time by the President and shall be called by the Secretary upon written application of no less than three (3) Members of the Board, which application shall state the purpose of the meeting. All meetings of the Board shall be held at such time, date and place as the President or the Board Members calling the meeting may determine.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 3 - Notice of Meetings</u> Notice of every meeting of the Board stating the time, place and date thereof shall be given to each member of the Board. Such notice need not state the purpose or purposes of the meeting and may be oral and may be in writing mailed to each Member of the Board at such Member's address as it last appears in the records of Vokes. Oral notice shall be given at least three (3) days prior to the date fixed for such meetings and notice by mail shall be sent at least five (5) days prior to the date fixed for the meeting. Any meeting of the Board shall be a valid meeting, without notice, if all Members of the Board are present or if each Member of the Board, whether or not present, shall waive notice of the time, date and place of the meeting by a writing filed with the records of the meeting.</p>	<i>No proposed change</i>	<i>N/A</i>
<p><u>SECTION 4 - Quorum</u> A majority of the Members of the Board shall constitute a quorum for the transaction of business and any act of a majority of the Board Members present at a meeting at which a quorum exists shall be the act of the Board. Less than a quorum may adjoin any meeting.</p>	<i>No proposed change</i>	<i>N/A</i>

ARTICLE IX
COMMITTEES

Original Wording	Proposed Wording	Reason for Change
<p><u>SECTION 1 - Appointment</u> The Board shall appoint a Play Committee of not less than three (3) members and a Community Program Committee of not less than three (3) Members in January of each year. The Board shall, in October of each year, appoint an Auditing Committee of not less than two (2) members and two (2) Members of the Nominating Committee, and may appoint, from time to time, such other committees as it shall deem necessary or desirable, and shall fix and define the duties of such committees.</p>	<p><u>SECTION 1 - Election</u> The membership shall elect a Play Committee of not less than 3 members at the annual meeting (see Article II). The committee members will hold office until the task of selecting the plays and directors for the assigned season is complete. The slate of the proposed members of the Play Committee shall be drafted by the sitting Play Committee and presented to the membership for consideration.</p>	<p><u>SECTION 1 - Appointment</u> a) A Community Program Committee has not existed for years. b) It was proposed at the 2010 Annual Meeting that the Play Committee be elected by the membership.</p>
<p><u>SECTION 2 - Appointment</u> The Board shall appoint a Play Committee of not less than three (3) members and a Community Program Committee of not less than three (3) Members in January of each year. The Board shall, in October of each year, appoint an Auditing Committee of not less than two (2) members and two (2) Members of the Nominating Committee, and may appoint, from time to time, such other committees as it shall deem necessary or desirable, and shall fix and define the duties of such committees.</p>	<p><u>SECTION 2 - Appointment</u> The Board shall, in October of each year, appoint an Auditing Committee of not less than two (2) members and two (2) Members of the Nominating Committee, and may appoint, from time to time, such other committees as it shall deem necessary or desirable, and shall fix and define the duties of such committees. Removed phrase 'and a Community Program Committee of not less than three (3) Members' Removed language regarding appointment of the Play Committee to reflect proposal of electing the Play Committee</p>	
<p><u>SECTION 3 - Play Committee</u> The Play Committee shall be responsible for the dramatic activities of Vokes, including selection of plays, selections of casts and coaches and such other duties as shall be specified by the Board. The committee shall report its selection of each play to the Board before the commencement of rehearsals.</p>	<p><u>SECTION 3 - Play Committee</u> The Play Committee shall be responsible for the dramatic activities of Vokes, including selection of plays, directors and such other duties as shall be specified by the Board. The committee will report on a slate of productions for the following season to the Board and will report their progress to the Board at mutually agreed-upon intervals.</p>	<p><u>SECTION 3 – Play Committee</u> This wording was changed to reflect the reality of what has been the process for a number of years.</p>
<p><u>SECTION 4 - Auditing Committee</u> Forthwith after the close of each fiscal year the accounts of the Treasurer shall be audited by the Auditing Committee and such committee shall make its report at the Annual Meeting.</p>	<p><i>No proposed change</i></p>	<p><i>N/A</i></p>
<p><u>SECTION 5 - Nominating Committee</u> The Nominating Committee shall consist of two Members elected at the Annual Meeting of Members (see Article II, Section 1), two Members appointed by the Board in October of each year proceeding the Annual Meeting of Members (see Article IX, Section 1) and the Member of the Board (not an officer) whose term expires at the Annual Meeting next following the October Board Meeting. The Nominating Committee shall present at the Annual Meeting a list of the persons selected by it for nomination as officers, Members of the Board and Members of the Nominating Committee. Other nominations may be made from the floor but, if no such nominations are made, the Secretary shall, upon motion duly made and seconded, cast one ballot for the persons so reported for nomination.</p>	<p><i>No proposed change</i></p>	<p><i>N/A</i></p>

ARTICLE X
CORPORATE SEAL

Original Wording	Proposed Wording	Reason for Change
The corporate seal shall be circular in form and shall have inscribed thereon the name "Vokes", the year of its incorporation, and the word "Massachusetts".	<i>No proposed change</i>	<i>N/A</i>

ARTICLE XI
FISCAL YEAR

Original Wording	Proposed Wording	Reason for Change
The fiscal year of Vokes shall be the twelve (12) months ending on December 31 (thirty-first) in each year.	<i>No proposed change</i>	<i>N/A</i>

ARTICLE XII
AMENDMENT

Original Wording	Proposed Wording	Reason for Change
These By-Laws may be amended at any Meeting of the Members, provided that a written notice of the Meeting, specifying the amendment to be considered, shall be mailed post-paid to each Member at least thirty (30) days prior to said meeting. Any proposed amendment shall become effective upon the affirmative vote of at least seventy-five percent (75%) of the Members present at such Meeting, provided a quorum is present.	<i>No proposed change</i>	<i>N/A</i>

ARTICLE XIII
PERSONAL LIABILITY

Original Wording	Proposed Wording	Reason for Change
Any persons or corporations extending credit to, contracting with or having any claim against Vokes or the Board shall look only to the funds and property of Vokes for the payment of any such contract or claim for the payment of any debt, damage, judgment, or decree or of any money that may otherwise become due or payable to them from Vokes or the Board, so that neither the Members nor any officer or Board Member, present or future, shall be personally liable therefore.	<i>No proposed change</i>	<i>N/A</i>

ARTICLE XIV
ANNUAL BUDGET

Original Wording	Proposed Wording	Reason for Change
An Annual Budget shall be prepared by the Board and presented to the Members at the Meeting (see Article II, Section 2) held following the Annual Meeting. Such budget shall contain a statement of Normal Revenues and Normal Expenses, as hereinafter defined, determined by the Treasurer. Such statement shall serve as a guide for consideration of the Membership, but the Budget may include such proposed extraordinary expenses as the Board shall deem desirable. Normal Revenues shall mean the average revenues of Vokes for the preceding three years from dues, dramatic productions and other activities, exclusive of the sales of capital assets. Normal Expenses shall mean the average expenses of Vokes for the preceding three (3) years, including capital expenditures with respect to buildings and grounds. If the proposed Budget of Normal Expenses does not exceed the proposed Budget of Normal Revenues, it need not be approved by the Members, but if the proposed Budget of Normal Expenses does exceed the proposed Budget of Normal Revenues, the Budget may be approved by a vote of two-thirds of the Members present at the Meeting, and if not so approved, the Budget shall be re-submitted to the Board and by them amended to the effect that the amended budget shall not have Normal Expenses in excess of Normal Revenues. If at any time during the year the Board shall recommend a proposed expenditure for a capital or extraordinary item not included in the Budget, such proposed expenditure shall be submitted to a Meeting of the Members for approval accompanied by a statement of the financial condition of Vokes as at the end of the months prior to such submission; and no money shall be borrowed for such proposed expenditure, except upon a vote of two-thirds of the Members present at such meeting, provided a quorum is present.	<i>No proposed change</i>	<i>N/A</i>