

BYLAWS OF NORTHLAND PLAYERS, INC. AS AMENDED THROUGH 2008

ARTICLE I – Purpose

The Corporation is organized to operate exclusively for the purposes set forth herein as a charitable-educational, non-profit corporation organized to foster and encourage the advancement of drama, music, choral and dance, to encourage and develop understanding, taste and appreciation of musical and dramatic arts, to cultivate and encourage the preservation of amateur dramatic interest in Cheboygan County, and its surrounding area. The Corporation may sponsor public education programs, administer property, and undertake such and further programs deemed necessary to encourage participation and appreciation of the dramatic, musical and dancing arts by all the citizens of the area; to operate exclusively for the purpose set forth herein as a charitable educational, non-profit organization, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Laws), no part of the net earning of which shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in the Articles of Incorporation, this Corporation shall not, except for an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, but in no event to conduct a school, academy, seminary, college, or other institution of learning,; or to grant credit, certificates, degrees, or other such recognition of achievement.

ARTICLE II – Membership

Section 2.1 Qualifications. Except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, any person over eighteen (18) years of age, or any corporation, association, or organization having interests consistent with the purposes and activities of the Corporation shall be eligible for membership. Membership shall be required for participation in any production by the corporation. Any minor who is cast in a production or otherwise participates in any program or activity of the corporation shall, for purposes of coverage under the Corporations special risk accident insurance, be considered a member of the Corporation, but only for the duration of the production, program or activity. During the term of any such minor membership, the minor member shall not be entitled to vote or hold any office in the Corporation. The Board, at its discretion, may waive the payment of dues by an individual member when circumstances make it in the best interest of the Northland Players to do so.

Equal membership opportunities shall be provided to all eligible persons without regard to race, religion, creed, color, national origin, age (except as otherwise provided above), sex, parental status or handicapped condition.

Section 2.2 Classifications and Annual Dues. The classifications of membership and the dues required under each class shall be determined, from time to time, by the Board of Directors. Dues shall be payable in advance of the annual meeting on the first day of August.

Section 2.3 Voting Rights. At any regular or special meeting of the members of the Corporation, each member in good standing shall be entitled to one vote on any question or issue voted on by the membership. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, all matters voted upon by the members at any meeting shall be decided by vote of the majority of the members. Members shall be permitted to vote by absentee ballot on any question or issue to be voted on by the membership at any regular or special meeting of the membership. Voting by proxy shall not be permitted.

Section 2.4 Termination or Suspension of Membership. The Board of Directors, by affirmative vote of two-thirds of all members of the board, may suspend or expel a member for cause, including conduct detrimental to the best interests of the Corporation, provided that such member shall be entitled to a hearing before the Board of Directors prior to such action being taken.

Section 2.5 Annual Meeting. The regular annual meeting of the Corporation membership for the election of directors, and the transaction of whatever other business may properly come before the meeting, shall be held on the second Sunday of September of each year. If, for any cause, the election of directors is not held on the said day, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as is convenient.

Section 2.6 Special Meetings. Special meetings of the membership may be called by the President, Board of Directors, or at the written request of seven (7) or more members of the Corporation having voting rights.

ARTICLE III – The Board of Directors

Section 3.1 General Powers. Except as otherwise provided by law, by the Articles of Incorporation, or these bylaws, the Board of Directors (hereafter referred to as the Board) shall exercise the powers of the Corporation, conduct its business and artistic affairs; define policy, and control its property.

Section 3.2 Number and Term of Office. The Board shall consist of twelve (12) members elected by the membership. The directors shall hold office for a term of three (3) years and shall be so elected that the term of one-third of the Directors will expire each year. Directors shall hold office until their successors have been elected and qualified. No person shall serve as a director for more than two consecutive terms.

Section 3.3 Nomination of Directors. A nominating committee of five (5) members, at least two of which shall be members of the Board, shall be elected by the membership present at each annual meeting of the membership. Such committee shall consider all available candidates for the directorships to be filled at the next annual meeting and shall submit a slate of candidates to the Secretary at least one month prior to such meeting. The committee shall recommend one or more than one candidate for each vacancy to be filled. The name of each nominee shall be mailed to each member of the corporation at least fourteen (14) days prior to the annual meeting. All nominees must be

members in good standing and shall certify in writing their willingness to serve on the Board for a term of three (3) years. Nominations also may be made by members from the floor. Such nominations must have the approval beforehand of the person so nominated.

Section 3.4 Meetings. An annual meeting of the Board for the election of officers shall be held on the day on which the annual meeting of the membership shall have been held or as soon after the holding of such meeting of the membership as is practicable. Regular meetings of the Board shall be held at least monthly or at such time and place as shall be, from time to time, set by the Board and no notice of such meetings need be given. Special meeting of the Board may be called by the President or at the request of four (4) or more directors. Notice of each special meeting shall be given to each Director by mailing the same not later than the third day before such meeting, or personally or by telephoning of the same not later than the day before such meeting.

Section 3.5 Quorum and Voting. Five (5) members of the Board shall constitute a quorum for the transaction of business. Once a quorum is declared, it shall continue effective for the duration of the meeting. Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the full Board. If the quorum at any regular or special meeting of the Board shall consist of only five (5) members than a unanimous vote of those five members shall be required to pass any motion brought to a vote. The same unanimous act shall be required for any other action that may be deemed to be an action of the entire Board. If, at any meeting of the Board there is less than a quorum present, the members may adjourn the meeting from time to time until a quorum is secured, and the meeting may be held as adjourned without further notice.

Section 3.6 Resignation and Removal. Any Director may resign at any time by giving written notice to the Board. Such resignation, which may or may not be contingent on formal acceptance, shall be effective upon its receipt by the Board or at such subsequent time as shall be specified in the notice of resignation. Any director who fails to attend three (3) consecutive meetings without being excused for good cause shall be deemed to have resigned. Such resignation shall be confirmed by a vote of the majority of the Board and written notice of the same shall be given to said director. Any director may be removed at any time for cause, by the affirmative vote of two-thirds of all members of the Board.

Section 3.7 Vacancies. Any vacancy, however caused, occurring in the Board may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so appointed shall hold office for the unexpired term of his or her predecessor in office. Each such appointment by the Board shall be subject to the approval or disapproval of the corporation members at the next regular or special meeting of the membership.

(Amend ARTICLE III by adding the following sections 3.8 and 3.9)

Section 3.8 Director Liability

No volunteer director shall be personally liable to the Corporation or its members for monetary damages for a breach of the Director's fiduciary duty. This liability exclusion shall not apply to any act or omission occurring before the date this Provision is filed with the Michigan Department of Commerce nor shall it limit or eliminate the liability of a director who is found by a court of competent jurisdiction or determined by the Board of

Directors of the Corporation in any manner prescribed by the By Laws to have committed any of the following:

- (1) a breach of the director's duty of loyalty to the Corporation or its members;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (3) a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act, as amended, or any successor provision thereof,
- (4) a transaction from which the director derived an improper personal benefit; or
- (5) an act of omission that is grossly negligent.

The Corporation shall not, however, assume any liability of a volunteer director who is found by a court of competent jurisdiction or determined by the Board of Directors of the Corporation in any manner prescribed by the By-Laws to have committed any of the following:

- (1) acts or omissions that constitute a criminal offense; or
- (2) act or omissions that constitute intentional fraud or an intentional violation of the law.

ARTICLE IV – OFFICERS

Section 4.1 General Provisions. Officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. The officers shall be elected by the Board at the first meeting of the Board after the annual meeting of the membership each year. Each officer shall hold office for a one year term and until his or her successor has been duly elected and qualified. No officer shall hold the same office for more than three consecutive terms.

Section 4.2 Resignation and Removal. Any officer may resign at any time by giving written notice to the Board. Such resignation, which may or may not be contingent on formal acceptance, shall take effect on the date of the receipt by the Board or at such subsequent time as shall be specified in the notice of resignation. Any officer may be removed by the affirmative vote of two thirds of all members of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4.3 Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 4.4 President. The President shall preside at all meetings of the membership and the Board at which he or she is present, and shall, in addition, perform all the acts incident to the office of President as prescribed by the Board. The President shall be an ex officio member of all committee.

Section 4.5 Vice President. The Vice President shall have such power and perform such duties as may be assigned to him or her by the Board or the President. In the absence of the President or in the event of his or her disability, inability or refusal to act, the Vice-President shall perform the duties of the President with the full powers of and subject to the restrictions of the President

Section 4.6 Secretary. The Secretary shall have charge of the minutes of all meetings of the membership and of the Board. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law, and shall act as custodian of all corporate records and reports, including the record of corporation

membership, and the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the corporation. The Secretary shall perform all duties incident to the office and other duties as may be assigned from time to time by the Board of by the President.

Section 4.7 Treasurer. The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the corporation and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or by the President. The Treasurer shall submit to the Board at each meeting an itemized statement of the Corporation's receipts and disbursements which report may take the form of a Statement of Revenue and Expenditures.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The Board shall authorize payment by the Corporation of the Treasurer's bond.

Section 4.8 Assistant Secretary and Assistant Treasurer. The Assistant Secretary, if one is elected, shall assist the Secretary, and, in the absence or disability of the Secretary shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, if one is elected, shall assist the Treasurer, and, in the absence or disability of the Treasurer shall perform the duties and exercise the powers of the Treasurer.

Section 4.9 Surrender of Papers Any Director or officer, upon leaving office, shall deliver to his or her qualified successor all monies, accounts, record books, papers or other property belonging to the Corporation.

ARTICLE V - Committees

Section 5.1 Executive Committee. The Board, at its discretion, may constitute a general Executive Committee for the Board and specify its authority and responsibilities.

Such committee shall be composed of the officers of the Board and such further persons as the Board may from time to time designate. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it from time to time, including the immediate oversight and management of the business affairs of the committee.

Section 5.2 Other Committees. The Board may constitute and appoint special committees, in addition to the Executive Committee, to assist in the supervision, management and control of the Corporation, with responsibilities and power appropriate to the nature of the several committees and as provided by the Board in the resolution of appointment or in subsequent resolutions and directives. Such committees may include the following: Membership Committee, Finance Committee, Public Relations Committee, Program Advisory Committee and Building Committee. Each committee so constituted and appointed shall serve at the pleasure of the Board.

ARTICLE VI - Contracts, Checks, Deposits and Funds

Section 6.1 Contracts The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the Corporation, and such authority may be general or may be confined to specific instances. Notwithstanding the foregoing, such authority shall not exceed \$10,000 without membership approval.

Section 6.2 Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination of the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

Section 6.3 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or depositories as the Board may select.

Section 6.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise of property, real or personal, and hold title thereto for the benefit and purpose of the Corporation. The Board shall use such property in accordance with the terms of the deed, gift, devise or bequest; or in the absence of any terms being attached to the same, said property shall be used in a manner consistent with the purpose of the Corporation and as determined by a majority of the Board.

Section 6.5 Conflicts of Interest

Any director of Northland Players, Inc. who has a direct or indirect financial interest, defined as an activity that might benefit the private interest of the director, must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors of Northland Players, Inc

ARTICLE VII – Reports, Books, and Records

Section 7.1 Annual Report. The Board shall present at each annual meeting of the membership a full, true, and clear report of the business of the corporation for the period reported on, and its condition as of the date of the report. Each such report shall disclose in detail the financial condition of the Corporation and the income and expenses of the Corporation for the period of the report. Such financial information may be given by means of balance sheets and statements of income and expense prepared from and in accordance with the books of account of the Corporation.

Section 7.2 Finance Committee. By the second meeting of the Board following the annual meeting, the Board shall establish a finance committee whose duty it shall be to inspect the books and records of the Corporation as kept by the Treasurer. The committee shall be composed of three (3) persons familiar with business and/or accounting and bookkeeping procedures one of whom shall be a member of the Board other than the Treasurer; and one who shall be neither a member of the Board nor a member of the Corporation. The Board of Directors shall establish the guidelines for inspecting the books and records which inspection shall take place whenever there is a change in the office of Treasurer.

Section 7.3 Inspection of Books and Records. With respect to any books of account or records of the Corporation that are not made available for inspection by the members by statute, or under these Bylaws, the Board shall determine if and when such books and records shall be opened to inspection by members and the time and conditions

of such inspections.

ARTICLE VIII - Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of August in each year and end on the 31st day of July of the following year.

ARTICLE IX - Bylaws

Section 9.1 Inspection These Bylaws, and all amendments, thereto, shall be maintained in current form by the Secretary and shall be available for inspection by any member at any reasonable time.

Section 9.2 Amendment These Bylaws may be amended, altered, repealed, and new Bylaws adopted by a two-thirds majority of the members present at any annual or special meeting of the membership, provided that written notice of such meeting shall have been sent to each member at least ten (10) days prior to such meeting.

ARTICLE X – Parliamentary Authority

The rules contained in Roberts Rules of Order Revised shall govern the Corporation in all matters to which they are applicable and in which they are not inconsistent with these Bylaws or the special rules of order of this Corporation.

ARTICLE XI – Conveyance of disposal of Assets on Dissolution

Section 10.1 Conveyance of Assets Conveyances of real property, or of tangible personal property other than in the usual course of operation, shall be permitted only after a two-thirds majority vote of the membership voting in person or by absentee ballot at any regular or special meeting of the membership called for such purpose.

Section 10.2 Disposal of Assets on Dissolution In the event of the dissolution of this Corporation, all assets, both real and personal, shall be distributed to such organizations

as are qualified under Section 501 © (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.