

CONSTITUTION

COMMUNITY CIRCLE PLAYERS, INC. A Michigan Non-Profit Corporation

I. Name of Corporation.

The name of this Corporation shall be Community Circle Players, Inc.

II. Purpose of Corporation

The Community Circle Players is a Michigan non-profit corporation that provides the community with a total theatrical experience through the presentation of dramas, comedies, musicals, and children's shows; to further develop and explore associated performing & creative arts.

III. Holding and Finance.

The Corporation is organized on a non-stock basis. Said Corporation holds real and personal property including but not limited to The Riverwalk Theatre, at 228 Museum Drive, Lansing, Michigan 48933. Said Corporation is to be financed by membership dues, contributions, sales, and investment of capital. Should the corporation dissolve, all assets and real and personal property shall revert to another non-profit (501 (c) (3) organization) theater organization as determined by the Board of Directors.

IV. Registered Office.

The Corporation's Registered Office is 228 Museum Drive, Lansing, MI 48933, with a mailing address of P.O. Box 12249, Lansing, MI 48901.

V. Resident Agent.

A Resident Agent shall be appointed by the Board at its first meeting after the Annual Meeting. The address of the Registered Office and the address of the Business Office of its Resident Agent are identical.

VI. Term of Existence.

The term of Corporate existence is perpetual.

VII. Membership.

1. An Active Member shall be any person who pays the annual dues or such other amounts as may be established by the Board of Directors, or who makes an equivalent contribution of

money, goods, services during the year, the declared value of the latter two being subject to review and approval by the Board.

2. Each Active Member shall be entitled to one (1) vote at the Annual Meeting or any special meeting of the Membership. Only those Members legally able to enter into contracts under the laws of the State of Michigan may vote on contractual matters. An individual must pay the annual dues, or such other amount as may be established by the Board, at least thirty (30) days prior to a Membership meeting in order to be able to vote at that meeting.
3. Each membership shall exist for a period of one (1) year, running from July 1 through June 30 of the following year.
4. The Annual Meeting of the membership shall be each year in June.
5. The Secretary shall provide written notice to the Membership of the time and place of the Annual Meeting at least 30 days prior to the date of the meeting.
6. Upon at least then (10) day's written notice to the Membership, the Board may call a Special Meeting of the Membership. The notice shall state the subject matter of such Special Meeting.
7. Upon receipt of a petition requesting a special meeting which is signed by at least ten percent of the Active Membership, the Secretary shall provide written notice to the Membership of such meeting which shall be held not later than 30 days after the date of receipt of such petition.
8. Any person may attend a Meeting of the Membership, but shall have no vote unless already qualified under Section 1 above.
9. All Membership meetings shall be conducted according to Robert's Rules of Order, Newly Revised, insofar as they are consistent with the provisions of the Constitution and its accompanying By-Laws.

VIII. Board of Directors.

1. The Board of Directors shall consist of twenty-one (21) persons who are Active Members of the Corporation, one-third of whom shall be elected annually to serve terms of three years each.
2. The Board shall manage and hold property for the Corporation, shall conduct all lawful business on behalf of the Corporation, shall establish policy for the Corporation and may delegate its powers and duties.
3. The Board shall be elected by paper ballot, mailed with the notice of the Annual Meeting, said ballot to be submitted to the Secretary at or before the Annual Meeting, with the newly-elected Directors to take office at the next subsequent Board Meeting.
4. The Board shall submit to the Membership a minimum list of seven (7) candidates at least thirty (30) days prior to the Annual Meeting, this list to be included in or accompanying the notice of said Meeting. Candidates shall be representative of business, government, and community leaders interested in Community Circle Players.
5. A petition signed by three (3) Active Members, nominating other candidates for the

Board of Directors, may be submitted to the Secretary at least forty-five (45) days prior to the Annual Meeting, in which case the Board shall include those additional candidates on the list of candidates to be submitted to all Active Members thirty (30) days prior to the Annual Meeting.

6. The Board shall meet monthly, with ten (10) days' written notice to be provided by the Secretary.
7. Special meetings of the Board may be called by any three (3) Board members upon seven (7) days' written notice to the entire Board Membership.
8. Fifty-percent-plus-one of those Board members elected and serving shall constitute a quorum of the Board.
9. Attendance at Board meetings is a duty of each member and is mandatory. Any Board member who fails to attend two (2) consecutive meetings may be removed by the Board as provided below.
10. Duties of the Board shall include, but not be limited to, hiring of the Corporation's salaried employees, and acting individually as Producers for the various productions presented by the Corporation.
11. No person may serve as both a Member or Officer of the Board and as a paid employee of the Corporation; provided, however, that any paid employee may be an Active Member and may serve on Committees.
12. Any Board officer or Director may be removed from office for non-performance of duties or for behavior adverse to the Corporation, including but not limited to failure to attend monthly meetings. Such removal shall be only be a two-thirds (2/3) vote of those Board members elected and serving.
13. A vacancy in the office of Director of the Board shall be filled by a two-thirds (2/3) majority vote of those voting at a meeting called for that purpose, at which a quorum is present.
14. A volunteer Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the volunteer Director's fiduciary duty, except for liability:
 - a. For any breach of the volunteer Director's duty of loyalty to the Corporation or its Members;
 - b. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
 - c. For a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
 - d. For any transaction from which the volunteer Director derived an improper personal benefit;
 - e. For any acts or omissions occurring before the date this Section is filed with the Michigan Department of Commerce;
 - f. For any acts or omissions that are grossly negligent.

The Corporation hereby assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer Director occurring on or after the date this Section is filed with the Michigan Department of Commerce, incurred in the good-faith

performance of the Director's duties as a volunteer Director; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation (the "Code").

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize the further elimination of liability of directors of nonprofit corporations, then the liability of a Director of the Corporation (in addition to the limitation, elimination and assumption of personal liability contained in the Section) shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501 (c) (3) of the Code.

No amendment or repeal of the Section shall apply to or have any effect on the liability/alleged liability of any Corporation Director for or with respect to any acts or omissions of such Director occurring prior to the effective date of any such amendment/repeal.

15. Provide such indemnification does not violate the status of the Corporation as an organization described in Section 501 (c) (3) of the Code, or comparable provisions of subsequent legislation, each person who is or was an officer of the Corporation or a member of the Board of Directors, and each person who serves or has served at the request of the Corporation as a Director, officer, partner, trustee, employee, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the laws of the State of Michigan. This right of indemnification shall continue as to a person who ceases to be a Director or officer, and shall insure to the benefit of the heirs, executors, and administrators of that person.

IX. Officers.

1. At its first meeting following the election of the new Board members, the Board of Directors shall elect its officers for the coming year, provided a quorum is present. A Majority of votes cast shall be necessary for election.
2. **The President** shall preside at all Board meetings and Membership meetings, and shall be responsible for conducting the daily operations of the Corporation. The President may appoint such committees as are deemed necessary to carry out the business of the Corporation, with the advice and consent of the Board. The President shall report to the Board at each monthly meeting regarding the previous month's business and operations,

including the current number of Active Members.

3. **The Administrative Vice President** shall preside in the absence of the President at any scheduled Board or Membership meeting, and shall perform the President's duties in the event of his/her absence or incapacity. The Administrative Vice President shall be responsible for supervising the administrative functions of the theatre as outlined in the accompanying By-Laws.
4. **The Production Vice President** shall be responsible for supervising the production functions of the theatre and staff as outlined in the accompanying By-Laws.
5. **The Secretary** shall be responsible for keeping accurate minutes of all Membership and Board meetings, shall be responsible for all Board correspondence, and shall be responsible for maintaining an accurate list, with addresses, of all Members and other persons to be included on the Newsletter mailing list, working with the Manager to maintain this list in the Riverwalk Theatre office.
6. **The Treasurer** shall be responsible for the care and custody of all finances of the Corporation, shall set up appropriate accounts in financial institutions, shall sign all checks for the payment of Corporation obligations and shall make written annual and quarterly reports of the financial condition of the Corporation to the Board of Directors, and shall submit other written reports as required by the Board. In the absence of the Treasurer, the President may sign all checks for payment of Corporation obligations. The Treasurer shall be bonded.
7. A vacancy in any of the above offices shall be filled by a two-thirds (2/3) majority vote of Board members voting at a meeting called for that purpose, at which a quorum is present.

X. Amendments

Amendments to this Constitution may be made at any Annual or Special Meeting of the Membership of the Corporation upon Written notice of the proposed changes being furnished to the Members in accordance with notice provisions listed above. A majority of those Active Members voting shall be required for the amendment(s) to take effect.

XI. By-Laws.

The Board of Directors shall promulgate and modify from time to time the By-Laws for the Corporation, so long as such By-Laws are not inconsistent with any provision of the Constitution. A two-thirds (2/3) majority of those Directors present and voting at a meeting at which a quorum is present shall be required by By-Laws to become effective.

Approved by the Membership – May 29, 1990

Amended December 6, 1990

Amended May 28, 1992

Amended May 24, 1993

Amended August 30, 2007

Amended June 19, 2010