

BY-LAWS OF THE PELICAN PLAYERS, INC.

ARTICLE I - LEGAL IDENTITY

SECTION 1

The Pelican Players INC. Is a Florida corporation. It is also an income tax-free, not for profit charitable organization according to United States Internal Revenue Code 501 (C) 3.

The Pelican Players, Inc. recognizes and abides by all regional, state, and federal laws and regulations.

ARTICLE II – PURPOSE

SECTION 1

The Pelican Players, Inc. Seeks to promote dramatic arts by staging productions and educational activities. Proceeds support the productions and operating expenses as approved by the Board of Directors, and scholarships awarded to area high school graduates for their higher education in the arts.

SECTION 2

In the presentation of the Pelican Players, Inc. Productions, it is expected that the entertainment provided be characterized as good, clean entertainment.

ARTICLE III – MEMBERSHIP

SECTION 1

Membership is open to all who wish to share their time to participate in and support the Performing Arts.

SECTION 2 – DUES

The Board of Directors shall determine annual membership dues. The Pelican Players, Inc. Operates on a calendar year (January-December).

Dues are delinquent if not paid by March 1.

SECTION 3 – PARTICIPATION IN PRODUCTIONS

Volunteers may participate in Pelican Players, Inc. Productions without becoming members (If they are asked to participate by a member of the organization). However, the Pelican Players, Inc. encourages participants to become members.

ARTICLE IV – THE GOVERNING BODY/BOARD OF DIRECTORS

SECTION 1 – NUMBER OF DIRECTORS

The Board currently consists of 7 members. Officers will be President, Vice President, Secretary, and Treasurer.

The President must be a Kings Point Resident in good standing. The remaining Directors must be at least seventy-five percent (75%) Kings Point residents in good standing.

SECTION 2 – THE BOARD POWERS

The Board of Directors shall determine the Pelican Players, Inc. policies, practices, membership dues, fees, make assessments, enter into contracts, purchase, sell, or otherwise dispose of tangible properties and have all other powers to operate the organization as a non-profit entity.

SECTION 3 – ELECTION TO THE BOARD

Each November, if needed, the President will appoint a three member nominating committee that shall include at least one member of the Board who is not up for re-election. The nominating committee shall then choose its chairperson. Duties of the nominating committee will include a list of nominations for Board vacancies.

The nominating committee chairperson shall notify the President of the nominations at least twenty-one calendar days before the annual meeting. At least fourteen days before the meeting the President shall notify the membership of the nominating committee's nominees. Nominations from the floor shall be accepted. A simple majority of those members present or represented by written proxy shall constitute a voting majority.

The chair of the nominating committee shall give a report to the membership at the annual meeting. After the vote, three members will be appointed by the chair to count the ballots. No candidate shall be a ballot counter.

The newly elected Directors shall assume duties upon election.

The new Board will at their first meeting after the annual meeting, elect the President, Vice President, Secretary, and Treasurer.

SECTION 4 – VACANCIES ON THE BOARD

Vacancies shall be filled by appointment by the President with the approval of the majority of the Board. The appointment is valid for the remainder of the term they were appointed to complete.

SECTION 5 – THE BOARD OF DIRECTORS

Directors are elected for three-year terms by the membership. They may serve two complete three-year terms consecutively. If they were “appointed” to finish a previous Board Members term, that would be in addition to the two complete consecutive terms. One year must elapse before re-election to Board after two complete, consecutive terms. Beginning with the Annual Meeting of 2017 Board Members #1, #2, and #3 will be up for election or re-election the first year; Board Members #4 and #5 will be up for election or re-election the second year (2018); Board Members #6 and #7 will be up for election or re-election the third year (2019). The rotation will continue each year. Any Board of Directors member, having served a minimum of two full consecutive terms (six years), shall become a Pelican Players Life Member.

SECTION 6 – QUORUM AT BOARD MEETINGS

Four members of the board shall constitute a quorum at all board meeting. A majority vote shall be required to conduct all board business.

SECTION 7 – ATTENDANCE AT BOARD MEETINGS

Unless excused by the board, three consecutive absences by a Director shall constitute an automatic resignation from the board.

SECTION 8 - MEMBERSHIP ATTENDANCE AT BOARD MEETINGS

Members of the organization may attend board meetings, but cannot vote or participate in the discussion unless called upon by the President. Due to space limitations, a reservation must be made to the President or his/her representative prior to attendance.

ARTICLE V – THE OFFICERS

SECTION 1 – THE PRESIDENT

The President shall:

- (A) Preside at all meetings of the the Pelican Players, Inc. and of the board
- (B) Work diligently to see that all policies approved by the board are administered according to the board’s direction
- (C) Call special meeting of the board when deemed necessary or when requested to do so by at least 3 members of the board.
- (D) Appoint standing committees with the approval of the board
- (E) Serve as an ex-officio member of all committees
- (F) Represent the Pelican Players, Inc. at outside functions or delegate a director to do so

SECTION 2 – THE VICE PRESIDENT

The Vice President shall share all the duties of the President and will act in the President's absence or at times directed by the President

SECTION 3 – SECRETARY

The Secretary shall maintain the records and files and keep minutes of all board and membership meetings.

SECTION 4 – TREASURER

The Treasurer shall maintain all financial records, monies, budgets, and reports. Checks payable for over \$2, 000.00 must be counter-signed by the President.

ARTICLE VI – MEETING AND QUORUMS

SECTION 1 – GENERAL MEETINGS

There shall be at least two regular membership meetings a year. The first will be held before March 1st and will include the election of board members.

Members shall be notified at least fourteen days prior to the scheduled membership meetings of the date, time, and place. General meetings shall be called by the board for updating members on board activities, to transact business and/or to provide an evening of entertainment.

If a vote of the membership is required during the meeting a simple majority of the membership present or represented by written proxy shall constitute a voting majority.

A quorum shall consist of at least 25 members present or represented by written proxy.

SECTION 2 – special meetings

The board may call a special meeting of the membership. Twenty-five or more members may petition the board to call a special meeting of the organization to discuss matters the members wish to bring before the membership. The board will upon receipt and verification of the petition, notify the members within fourteen days prior to the meeting the day, time, location and agenda of the special meeting.

In cases of an emergency meeting, either phone or email tree may be used to contact members.

If a vote is required on any and all portions of a special meeting agenda, a simple majority of the membership present or represented by written proxy shall constitute a voting majority.

SECTION 3 – PROXY VOTES

Proxy Votes may be tendered to the Pelican Players, Inc. Secretary

SECTION 4 – RULES OF ORDER

Robert's "Rules of Order" will be used for parliamentary questions at any and all meetings.

ARTICLE VII – AMENDMENTS TO THE BY-LAWS

SECTION 1

The by-laws may be amended only at a membership meeting after being approved by the board with the following exception: The by-laws may be amended automatically at any time to comply with the United States tax code.

ARTICLE VIII – COMMITTEES

SECTION 1 – STANDING COMMITTEES

The Board of Directors will determine the nature and scope of all committee activities.

BY-LAWS REVISED February 25, 2022