

ARTICLE Neighborhood Acting Company (NAC) Bylaws (PROPOSED 2023 ADDITIONS & REDACTIONS)	
Article 1	<p>ARTICLE I. OFFICES.</p> <p>Section 1. Office. The office of the corporation will be located in the Town of Ontario, New York.</p> <p>Section 2. Territory. The corporation shall conduct most of its operations in the Town of Ontario, New York.</p>
Article 2	<p>ARTICLE II. MEMBERSHIP</p> <p>Section 1. Membership. The membership will consist of such persons 18 years of age or older who have participated in a show in any capacity and would be considered a member for the subsequent 3 years.</p> <p>Section 2. Membership Benefits. A NAC member shall have voting rights at the Annual Meeting.</p> <p>Section 3. Membership Activities. Activities for or by the Membership that are represented under the Neighborhood Acting Company (NAC) name must be voted on by the Board at a regular or special Board meeting.</p>
Article 3	<p>ARTICLE III GENERAL MEETINGS.</p> <p>Section 1. Place. Meetings of members shall be held at the office of the Corporation or at such other place within Wayne County as shall be stated in the notice of meeting.</p> <p>Section 2. Date of the Annual Meeting. The annual meeting of members shall be held during the last month of the fiscal year (June 1-30).</p> <p>Section 3. Business. At each annual meeting the members shall elect members to the Board of Directors, and transact such other business as may be properly brought before the membership.</p> <p>Section 4. Special Meetings. Special meetings of members may be called by the President of the Board –upon written notice (email, Social Media, Web, text, etc.) to the entire membership.</p> <p>Section 5. Notice. Personal written notice of a meeting of members entitled to vote thereat, stating place, date and hour of the meeting, the purpose or purposes for which the meeting is called and at whose direction it is being issued, shall be given to members not less than two (2) full days nor more than forty (40) days prior to the meeting, unless subsequent notice is then given within forty (40) days prior to the meeting.</p> <p>Section 6. Quorum. At any meeting of the voting members a majority shall constitute a quorum.</p> <p>Section 7. Voting. At any meeting of members, each member shall have one vote. All matters shall be determined by vote of a majority of the members physically present, or present through real time electronic media, except that all actions for the adoption of a plan of dissolution, authorization for sale of all or a substantial portion of the real property of the Corporation, or amendment of these By Laws shall require the ¾ vote of members present. Votes by proxy must be received 24 hours prior to start of meeting where voting will take place in order for the proxy vote to counted in the tally.</p> <p>Section 8. Proxies. Every proxy must be executed in writing by the member or by his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it or his personal representatives or assigns, except in those cases where an irrevocable proxy is permitted by law.</p>
Article 4	<p>ARTICLE IV. DIRECTORS.</p> <p>Section 1. Powers and Duties. The Board of Directors shall manage the business, property and affairs of the organization, and may exercise and delegate any and all of the powers as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget,; approve committee appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation and event and production planning.</p>

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	<p>Section 2. Number and Compensation. The Directors of the Corporation shall number no more than nine (9), which number includes four (4) officers. The Board of Directors may function with a lesser number until such vacancies can be filled. No compensation shall be given to Board Members.</p> <p>Section 3. Terms. Directors will serve a three year term on the Board of the Neighborhood Acting Company with elections held annually. Directors will be elected to fill open 3-year terms as well as the remainder of any partial terms created by vacancies.</p> <p>Section 4. Elections Directors shall be members of the Corporation and shall be representative of the whole community served by NAC. Qualified candidates for Directorships will have been active in NAC as a recent cast member or behind-the-scenes contributor.</p> <p>Section 5. Resignations and Terminations. Any Director may resign at any time. The Board of Directors, by 2/3 majority vote of all Directors then in office, may remove a Director for cause.</p> <p>Section 6. Vacancies. If any vacancies occur in the Board by reason of death, resignation, retirement, disqualification or removal from office, or if any new directorships are created, all of the Directors then in office, although less than a quorum, may, by majority vote, choose a successor or successors, or fill the newly created Directorship, and the Directors so chosen shall hold office until the next annual election.</p>
Article 5	<p>ARTICLE V. MEETINGS OF THE BOARD</p> <p>Section 1. Place. The Board of Directors of the Corporation shall hold regular and special meetings in the County of Wayne.</p> <p>Section 2. First Meetings. The first meeting of a newly elected Board of Directors shall be held at the same place and immediately following the annual meeting of members. The first item of business at that meeting will be to conduct a vote on the slate of officers for the upcoming term. No notice of such meeting shall be necessary to newly elected Directors in order to legally constitute a meeting, providing a quorum shall be present.</p> <p>Section 3. Regular Meetings. Regular meetings of the Board may be held without notice to the membership at such time and at such place as shall be determined by the Board. Members may attend meetings of the Board, however, at the Board's discretion, the Board can close meetings to the Members based on the contents of the meeting, (i.e. production selection, finances, etc.) Members wishing to attend Zoom meetings will need to request a link from a Board member in order to attend.</p> <p>Section 4. Special Meetings. Special meetings may be called by any Officer on two (2) days' notice by email or one (1) days' notice personally by phone to each Director; special meetings shall be called by any Officer in like manner and on like notice on the written request of two Directors.</p> <p>Section 5. Quorum. At all meetings of the Board a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.</p> <p>Section 6. Voting In the event of an even number of Board Directors, the President shall abstain from voting.</p> <p>Section 7. Proxies . Every proxy must be executed in writing by the member or by his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it or his personal representatives or assigns, except in those cases where an irrevocable proxy is permitted by law.</p>
Article 6	<p>ARTICLE VI. OFFICERS</p> <p>Section 1. Number. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer. All officers shall be Directors of the Corporation.</p> <p>Section 2. Term of Office: All officers shall hold office for one year, and until their successors are elected. Candidates shall have at least one year of active participation on the Board, may be elected for up to but not more than three consecutive one year terms in any office, unless approved by unanimous board vote.</p> <p>Section 3 Removal: Any officer elected, or appointed by the board may be removed with or without cause at any time by a vote of 2/3 of the full board membership.</p>

Section 4 Vacancies. If any office becomes vacant for any reason, the Board of Directors may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the non-expired term of his/her predecessor shall have expired unless elected or re-appointed.

Section 5 The President. The President shall:

- Be the Chief Executive Officer
- Preside at all meetings of the members and directors
- Be an ex officio member of all standing committees
- Have the general and active management and control of all business and affairs of the Corporation subject to the control of the Board of Directors
- See that all orders and resolutions of the Board are carried out and put into effect
- Execute in the name of the Corporation all deeds, bonds, mortgages, contracts, and other instruments requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent of the Corporation.
- Be a member of the casting committee for the fall musical, or appoint another Board Director to represent NAC during the casting process
- Email the agenda to all Directors at least one (1) day prior to a regularly scheduled meeting
- Be a member of Board of Directors for at least one year prior to becoming President of the Board of Directors

Section 6. The Vice President. The Vice President shall:

- In the absence or disability of the President, perform the duties and exercise the powers of the President
- Generally, assist the President and perform such duties as the Board of Directors shall prescribe
- Prepare a slate of possible directors (4 or 5) to be presented to the Board at least six weeks before the last board meeting prior to the annual meeting.
- Publish the slate on the NAC website 30 days upon board acceptance after the last board meeting prior to the annual membership meeting.
- Conduct the election of directors at the NAC annual meeting of the membership.

Section 7. Secretary. The Secretary shall:

- Attend all meetings of the Board of Directors or request a designee to scribe in their absence
- Attend all meetings of the membership
- Record all votes
- Record the minutes of all proceedings and file in a book or on electronic media to be kept for that purpose
- Perform like duties for all standing committees when required
- Give notice of all meetings of the members
- Give notice of all special meetings of the Board of Directors
- Perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision (s)he shall act
- Keep in safe custody the seal of the Corporation, and when so authorized by the board, affix the same to any instruments requiring it and, when so affixed, it shall be attested by his/her signature
- Keep in safe custody the books and papers of the Corporation
- Perform other duties incidental to the office of Secretary

Section 8. The Treasurer. The Treasurer shall:

- Have the care and custody of the corporate funds, and other valuable effects, including Securities
- Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation

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	<ul style="list-style-type: none"> • Deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors • Disburse the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements • Render to the President and Directors, at the regular meetings of the board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation • Submit to the Directors at the end of the fiscal year, an annual budget report to include a summary of transactions for said fiscal year • Submit to the Directors no later than three months after the close of the Fall show, an income/expense report of all transactions specific to said show • Maintain 501C3 status
Article 7	<p><u>ARTICLE VII. NOTICES.</u> <u>Section 1. Form; Delivery.</u> Notices to directors and members shall be in writing and may be delivered personally or by email. Notice by email shall be deemed to be given at the time when the same shall be electronically sent, and shall be addressed to directors or members at their email addresses appearing on the record of the corporation.</p>
Article 8	<p><u>ARTICLE VIII. COMMITTEES.</u> Directors of the Board shall chair committees. All Directors must be a member of at least one standing committee. Committees shall include but not be limited to the following:</p> <p>(Members of any committee may be members at large and do not need to be on the NAC Board of Directors. Chairpersons should actively promote involvement of NAC members who express an interest or have a particular skill or field of expertise that would benefit the whole.)</p> <p><u>Section 1. PRODUCTION SELECTION:</u> Consists of Board members appointed by the President as outlined in <i>NAC Production Selection Procedure</i>.</p> <p><u>Section 2. PUBLIC ENGAGEMENT</u> Contact and work with other organizations to promote NAC. Devise projects to give favorable publicity to the affairs of the corporation. Keep the public informed of the activities of NAC and provide notification on Social Media sites (FaceBook/Instagram/Twitter). Email the NAC membership to alert them to new updates on the NAC website at least once per quarter during a membership year. Promote any Productions (i.e. social media).</p> <p><u>Section 3. FINANCE</u> Review the organizations’ books annually. Suggest any changes deemed necessary for the revenue structure of the organization (i.e. Funding Program Ideas) Prepare an annual report of NAC’s fiscal stability to be presented to the NAC Board.</p> <p><u>Section 4. MEMBERSHIP</u> Devise ways and means of increasing member participation and report to the Board of Directors. Submit through the Public Engagement Committee to organize membership drives encouraging membership. Maintain an updated and accurate list of NAC members and report these annually to the Board of Directors. Send appropriate cards to NAC members when the occasion arises, for example, congratulations, condolences, get-well.</p>

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	<p><u>Section 5. SOCIAL BUTTERFLY</u> Arrange for social activities Organize fundraising events Set up events to encourage NAC member involvement during the year</p> <p><u>Section 6. BYLAWS</u> Review NAC ByLaws annually. Encourage NAC members to review the ByLaws and to submit suggestions for appropriate amendments to maintain a healthy organization. Formulate amendments to the By Laws for the Board’s approval and publish these on the NAC website at least 30 days prior to the NAC annual membership meeting.</p> <p><u>Section 7. SCHOLARSHIP</u> Distribute and collect the board approved applications for scholarships Reminders will be posted on the NAC website Applications and submission process will be posted on the NAC website & through Social Media Notify of Scholarship opportunity during Productions Review the applicants and bring the information to the board for scholarship award decisions. Supervise the distribution of the scholarships and the names of the winners.</p>
Article 9	<p><u>ARTICLE IX. GENERAL PROVISIONS.</u></p> <p><u>Section 1. Checks.</u> All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.</p> <p><u>Section 2. Fiscal Year.</u> The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors. The fiscal year has been determined to be July 1 to June 30. <i>(Note Bene: Approved at Annual Meeting, March, 2006).</i></p>
Article 10	<p><u>ARTICLE X. AMENDMENTS.</u></p> <p><u>Section 1. Power to Amend.</u> The members of the Corporation only shall have power to make, alter, amend, and repeal the By Laws of the Corporation at any regular or special meeting of the membership.</p>
Revision History	Approved as revised: 1980, 1993, 1994, 1995, 1998, 2002, 2006, 2007, 2008, 2016, 2019, 2022
	<u>NAC PRODUCTION SELECTION & the NAC Production Responsibilities Procedure</u> are working documents, subject to changes deemed necessary as productions change in scope over time