

ARTICLE	PROPOSED Neighborhood Acting Company (NAC) Bylaws (2024) Proposed INCLUSIONS Proposed REMOVALS
Definitions	<p>Member: A person(s) 18 15 years of age or older who has actively contributed toward the success of the corporation through event participation, as an active donor and/or solicitor of donors, vendors, or sponsors, and/or in any alternate capacity as accepted by the board of Directors if not explicitly listed. This person(s) shall cease being a member at the close of the fiscal year following three (3) years from their participation date. (See Article 2)</p> <p>Director: An elected member that represents the corporation. A group of Directors constitutes a Board. (See Article 4)</p> <p>Officer: An appointed Director that manages specific aspects of the Board of Directors of the corporation. (See Article 6)</p> <p>Meeting: Organized group of Members and/or Directors for discussions related to the corporation. (See Article 3 or Article 5 as applicable)</p> <p>Present: In attendance in some capacity whether physical, virtual, or by proxy</p> <p>Quorum: Minimum number of members that are required to be present or by absentee (as specified) to make the decisions of a meeting valid. (See Article 3 or Article 5, as applicable)</p> <p>Vacancy: A member, director, or officer that cannot fulfill their respective position within the corporation.</p> <p>Absentee: A written decision, opinion, or vote by a member unavailable to be present. (self-advocation)</p> <p>Proxy: A designated substitute for a member.</p>
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. A group of members.</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. General Quorum. At any meeting of the voting members a majority shall constitute a quorum. Majority of Members present or by absentee.</p> <p>Section 7. Voting. At any meeting of members, each member present or by absentee shall have one vote. All matters shall be determined by General Quorum 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</p>

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	<p>the 3/4 vote of members present or by absentee. Votes by proxy must be received 24 hours prior to the start of meeting where voting will take place in order for the proxy vote to counted in the tally. Absentee votes may be accepted just prior to the start of a meeting. If a tie vote occurs, the vote will be retaken by the General Membership present or by absentee (as originally decided) with only the candidates involved in the tie. If the tie reoccurs, a majority vote by the current Board of Directors will settle the tie.</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> <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 which may result in less than a quorum, may, by majority vote of all directors then in office, 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> <p>Section 7. Proxy. If a conflict of interest should arise due to a Director of the corporation seeking a Show Production Director role or Show Production Assistant Director role, a proxy will be determined by majority vote of all non-conflicting Directors of the corporation then in office. A prior or former Director of the corporation should be sought after to take on this temporary position. Once the non-conflicting Directors of the corporation have decided there is no longer a conflict, a majority vote of all non-conflicting Directors of the corporation then in office will take place to withdraw the proxy and reinstate the conflicting Director of the corporation for the remainder of their term. A Proxy shall have the full rights of the Director of conflict.</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 or via virtual platform.</p> <p>Section 2. First Meetings. The first meeting of the 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 3a. Minor Board Quorum. A group of five (5) Directors present.</p> <p>Section 3b. Major Board Quorum. A group of seven (7) Directors present or by absentee.</p>

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	<p>Section 4. 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. Regular Meetings will be held with no less than Minor Board Quorum.</p> <p>Section 4.5. 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 or email request of two Directors. Special Meetings must adhere to either Minor or Major Board Quorum depending on the reasoning for calling a Special Meeting.</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. At any meeting of Directors, each Director present or by absentee shall have one vote. In the event of an even number of Board Directors, the President shall abstain from voting. General Operations of a meeting: including opening, closing, adjourning, or scheduling a meeting, or adopting minutes, adopting reports, or carrying on general discussion or continuance of topics and status reports shall require a majority of Minor Board Quorum. Decisions affecting the corporation with regards to finances/expenditures, investments, goals/direction or anything other than the General Operations as stated above shall require a majority of Major Board Quorum.</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> <p>Section 7. Absentee. Absentee decisions, opinions, or votes must be emailed to all Directors prior to the start of the meeting.</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> <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.</p> <p>Section 5. The President. The President shall:</p> <ul style="list-style-type: none"> • 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 the last board meeting prior to the annual meeting.
- Publish the slate on the NAC website 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 and by what attendance: present (specify proxy member) or by absentee
- 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
- 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

ARTICLE VII. NOTICES.

Section 1. Form; Delivery. 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. Notices to members may also be delivered via social media platforms as long as an email attempt was sent to the email on file for the member.

Article 8

ARTICLE VIII. COMMITTEES.

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:

(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.) If someone who is not a member of the corporation would benefit NAC by being on a committee, the committee chair would present this person for a majority vote by the Board of Directors to be allowed to sit on the suggested committee.

Section 1. PRODUCTION SELECTION

Consists of Board members appointed by the President as outlined in *NAC Production Selection Procedure*.

Section 2. PUBLIC ENGAGEMENT

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).

Section 3. FINANCE

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.

Section 4. MEMBERSHIP

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.

Section 5. SOCIAL BUTTERFLY

Arrange for social activities

Organize fundraising events

Set up events to encourage NAC member involvement during the year

Section 6. BYLAWS

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.

Section 7. SCHOLARSHIP

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.

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	Supervise the distribution of the scholarships and the names of the winners.
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, 2023
	<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