

ARTICLE III

MEMBERSHIP

Section 1.

1. Membership in this Corporation is divided into two classes:

Regular (or voting) Members and Associate (or non-voting) Members.

Section 2.

- 1 Regular Members are the entire voting membership of the Corporation and comprise the incorporators and those elected to membership by the incorporators, and thereafter those elected by this group or their successors.
- 2 Any person who resides within ONE HUNDRED FIFTY (150) miles of the City of Schenectady and who has rendered valuable service to the Corporation over two (2) seasons, not necessarily consecutive, in two (2) different areas of participation, and who currently manifests a continuing and active interest in the purpose of the Corporation shall be eligible for Regular Membership. The payment of dues (See Article II) or the purchase of at least one (1) season subscription to the Schenectady Civic Players, shall be required of each Regular Member.
- 3 Nomination to Regular Membership shall be made by the Membership Committee. This Committee shall report at the Annual Meeting and at any Special Meeting of the Corporation, presenting their recommendations concerning such nominations for Regular Membership as the Committee may have received since the immediately preceding Annual or Special Meeting.
- 4 Election to Regular Membership is by ballot. A majority of the Regular Members

S1.1 - No change

S1.1 - No change

S2.1, S2.2 - No change

S2.1, S2.2 - No change

S2.3 - REPLACE WITH

S2.3 - REPLACE WITH

Any person meeting the criteria for Regular Membership may apply for Regular Membership by completing a Regular Membership application form. The prospective member will submit their completed application form to the Playhouse Membership Committee Chair who will confirm if the form is complete and correct. If approved by the Membership Committee, the form will be submitted to the Board for official vote and acceptance. The Board vote will be completed by a simple majority vote. Applications and approvals for Regular Membership may be submitted at any time during the year.

entitled to vote and voting in person or by duly registered proxy (See Article III, Section 7) is required to elect a Regular Member.

5. Regular Members shall be charged with the management of the Corporation through a Board of Directors, hereinafter provided.

6. Any Regular Member may withdraw from the Corporation after fulfilling all obligations to it, by giving written notice of such intention to the Secretary, which notice shall be presented to the Regular Membership body by the Secretary at the first meeting after its receipt.

7. A Regular Member may be suspended for a period, or expelled for cause, such as violation of any of the Bylaws or rules of the Corporation or for conduct prejudicial to the best interest of the Corporation. Such suspension or expulsion shall be by two-thirds vote of the Regular Members of the Corporation, provided a statement of the said charges shall have been mailed by registered post to the member under charge at his last recorded address at least fifteen (15) days before the final action is taken thereon; this statement shall be accompanied by a notice of the time, when and place where the meeting of Regular Members is to take action and provide that the said member be given an opportunity to present a defense at this time and place.

8. A Regular Member who ceases to reside within ONE HUNDRED FIFTY (150) miles of the City of Schenectady, unless he may have resigned from the Corporation as hereinbefore provided, shall be transferred at once to Non-Resident Associate Membership for a period of five (5) years and then dropped from the rolls at the discretion of the Board of Directors. If within a period of five (5) years such a Non-Resident Associate Member shall resume residence within fifty (150) miles of the City of Schenectady, the Board of Directors shall at its discretion either drop said Non-Resident Associate Member from the rolls or reinstate him to Regular Membership.

9. The Secretary shall report to the Board of Directors any Regular Members who: 1) Fail

S2.4 - remove in its entirety

S2.4 - remove in its entirety

S2.5 - No change

S2.5 - No change

S2.6 - No change

S2.6 - No change

S2.7 - REPLACE WITH

S2.7 - REPLACE WITH

A Regular Member may be suspended for a period, or expelled for cause, due to violation of any procedural policies of The Schenectady Civic Players, including, but not limited to the Bylaws, Code of Conduct or the Official rules and regulations of the Corporation or for conduct deemed prejudicial to the best interest of the Corporation. Such suspension or expulsion shall be by two-thirds vote of the Board of Directors of the Corporation.

S2.8. REPLACE WITH

S2.8. REPLACE WITH

A Regular Member who ceases to reside within ONE HUNDRED FIFTY (150) miles of the City of Schenectady, unless they may have resigned from the Corporation as hereinbefore provided, shall be transferred at once to Non-Resident Associate Membership. If a Non-Resident Associate Member shall resume residence within fifty (150) miles of the City of Schenectady, and would like to re-instate their status to that of Regular Member, the Board of Directors may, at its discretion, re-instate a Non-Resident Associate Member to the rolls as a Regular Member by a simple majority vote upon presenting their request to the Membership Chair in writing.

to pay their dues, subscriptions, or assessments within thirty (30) days from the time the same become due, or 2) Fail to attend in person or by proxy two (2) consecutive Annual Meetings of the Corporation, or 3) Fail to evidence a continued active interest in play producing functions during the preceding twenty-four (24) months. At the discretion of the Board of Directors these members shall be dropped from the rolls and thereupon shall forfeit all rights and privileges of Regular Membership. Evidence of a continued active interest is defined as participating in at least one Playhouse production, committee, or activity each season. In person attendance at the annual meeting fulfills this requirement. Upon request from the Board of Directors, each member not present at the annual meeting shall provide this information to the Secretary.

Section 3.

1. Associate Members, as provided in the Certificate of Incorporation, are non-voting Members of the Corporation and comprise all other than Regular (or voting) Members of the Corporation. The definition of their qualifications, status, duties and privileges is delegated to these Bylaws by the Certificate of Incorporation.
2. Associate Members **also called the Civic Players Forum** shall be grouped in the following sub-classifications:
 - a. Non-Resident Associate Members
 - b. Honorary Associate MembersAdditional sub-classifications may be established by amendment to these Bylaws. (See Article VIII).

3. Non-Resident Associate Members may be elected at the discretion of the Board of Directors of the Corporation on the basis of any qualifications by them deemed fitting. Such members have solely the status, duties, and privileges of guests of the Corporation. Such membership duration shall be at the pleasure of the Board of Directors of the Corporation and shall not be subject to any dues or assessments.

S2.9 REPLACE WITH

S2.9 REPLACE WITH

The Playhouse Membership Chair, in consultation with Secretary and Treasurer of the Corporation shall annually report to the Board of Directors any Regular Members who have failed : 1) To pay their dues, subscriptions, or assessments within thirty (30) days from the time the same become due, OR 2) To attend in person or by proxy two (2) consecutive Annual Meetings of the Corporation, OR 3) To evidence a continued active interest in play producing functions during the preceding twenty-four (24) months. ***This report shall be completed no later than May 15 each year.*** At the discretion of the Board of Directors these members shall be dropped from the rolls and thereupon shall forfeit all rights and privileges of Regular Membership. It shall be noted that evidence of a continued active interest is defined as participating in at least one Playhouse production, committee, or activity each season. In person attendance at the annual meeting fulfills this requirement.

S3.1 - No Change

S3.1 - No Change

S3.2 - Remove only “ also called the Civic Players Fourm”
S3.2 - Remove only “ also called the Civic Players Fourm”

4. Honorary Associate Members consist of previously Regular Members who have become inactive, but who have given great service in the past. They may be reinstated as Regular Members at the discretion of the Board of Directors.

ARTICLE IV

DUES

Section 1.

1. The annual dues for Regular Members shall be ten (10) dollars per annum or the purchase of at least one (1) season subscription for the current season's productions of the Corporation payable on or before November 1st of each season to permit voting at the Annual meeting at the end of the season. Persons not paid by November 1st will be voted to be dropped from the roles by the Board of Directors and must regain membership through nomination of the Membership committee.

Section 2.

1. Regular Members shall be subject to such assessment as may be authorized by the vote of two-thirds of the Regular Members entitled to vote at any duly called meeting of the Corporation providing notice of assessment has been given in advance in writing to each Regular Member.

ARTICLE III

MEETINGS

Section 1.

One Annual Meeting of the Regular Members of this Corporation shall be held at the Office of the Corporation in the City of Schenectady, New York, on a date and at a

S3.3 - No Change

S3.3 - No Change

S3.4 - No Change

S3.4 - No Change

S4.1 - REPLACE WITH

S4.1 - REPLACE WITH

The annual dues for Regular Members shall be ten (10) dollars per annum or the purchase of at least one (1) season subscription for the current season's productions of the Corporation. These dues are payable on or before October 15th of each season to permit voting at the Annual meeting at the end of the season. Persons not paid by May 1st may be reported as in violation of these By-Laws and may be voted to be dropped from the roles by the Board of Directors.

S4.2 - No Change

S4.2 - No Change

time to be determined by its Board of Directors but not later than **July** of each and every year, for receiving the annual reports of its Officers, and for the election of Directors, **new Corporation Members**, and for such other business as may properly come before said meeting. Notice of such meeting, signed by the Secretary, setting forth the time, place, purpose and business to be transacted at such meeting, shall be served **either personally or by mail** not less than ten (10), nor more than forty (40) days before the meeting, upon each Regular Member, and if mailed, such notice shall be directed to the Member at the last recorded address of such member as filed with the Secretary of the Corporation.

Section 2.

Excepting as provided in the General Corporation Law, Special Meetings of the Corporation may be called by the Board of Directors at their discretion to consider a specific subject. Upon the written request of one-fourth of the Regular Members of the Corporation, the Board of Directors shall call a Special Meeting to consider a specific subject. Notice for any Special Meeting shall be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any Special Meeting of the Corporation.

Section 3.

1. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Corporation may be held at any time and at any place within Schenectady County and any action taken shall be valid if a quorum (**See Article III, Section 4**) is present and if notice and lapse of time as required by these Bylaws be waived in writing within sixty (60) days of such meeting by every Regular Member who is at that time in good standing.

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S3.1 – Replace “One” with “An” in the first sentence.
S3.1 – Replace “One” with “An” in the first sentence.

Add “31st” to the sentence ending in “no later than July”

Strike “new Corporation Members.”

Change “either personally or by mail” to read “either personally, by post or electronic means”

S3.2 - No Change

S3.2 - No Change

Section 4.

1. As provided in the Certificate of Incorporation, the presence in person or by proxy of a majority of the Regular Members of the Corporation entitled to vote is necessary to constitute a quorum at each Annual or Special Meeting of the Corporation if the election of Directors or Regular Members is a purpose of the meeting, except at special elections as provided in Sections 22 and 23 of the General Corporation Law. A lesser number may adjourn to some future time not less than six (6) nor more than twenty (20) days later. The Secretary shall mail notice of the adjournment at least three days before the adjourned meeting to each Regular Member entitled to vote who was absent from the meeting adjourned. At any other meeting of the Corporation or of its Board of Directors or any Standing or Special Committee the presence in person or by proxy (See Article III, Section 7) of two-fifths of those entitled to attend and vote at such meeting shall constitute a quorum.

Section 5.

1. Two inspectors of election or tellers shall be appointed by the President to serve during his term of office at the Annual and Special Meetings of the Corporation.

Section 6.

1. Each Regular Member shall be entitled to one (1) vote. All questions, the manner of deciding which is not otherwise prescribed, shall be decided by majority vote of the members present in person or by proxy.

Section 7.

S3.1 – change highlighted
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S3.1 – change highlighted
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1. Each Regular Member of the Corporation entitled to vote at any meeting thereof may vote by proxy providing that such proxy shall be filed with the Secretary of the Corporation. Proxies shall be dated and in writing and revokable at the pleasure of the member executing the same. Unless the duration of the proxy is specified therein, it shall be invalid eleven (11) months from the date of its execution.

Section 8.

1. The order of business at all meetings of the Corporation shall be as follows:

1. Calling of the roll
2. Proof of notice of meeting or waiver of notice
3. Reading the minutes of the previous meeting
4. Receiving communications
5. Reports
6. Unfinished business
7. Election
8. New business

This order of business may be altered or suspended at any meeting by a majority vote of those present and entitled to vote.

Section 9.

1. Except as otherwise provided in these Bylaws, all meetings of the Corporation shall be conducted according to Robert's Rules of Order.

S5.1 – change to gender neutral “their”

S5.1 – change to gender neutral “their”

S6.1 – no change

S6.1 – no change

S7.1 – no change

S7.1 – no change

S8.1 – Insert the word

“general” in front of the word “meetings”
S8.1 – Insert the word “general” in front of the word “meetings”