



BYLAWS OF

Wabeno Area Players

A Wisconsin Corporation

Adopted July 13, 2016

Article I. The Corporation

- Section 1.01 Name. The name of the non-profit corporation shall be Wabeno Area Players hereinafter referred to in this document as WAP or “the corporation.”
- Section 1.02 Principal and Business Offices. WAP may have such principal and other business offices within or without the State of Wisconsin as the Board may by resolution determine. For purposes of this document the term, Theater Building, shall mean any performance venue the organization chooses.
- Section 1.03 Office of the Registered Agent. The office of the registered agent of the corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time due to election cycle.
- Section 1.04 Purpose. The purposes of the corporation shall be to adhere to WAP’s mission statement and other purposes approved by the board of directors or members and authorized by chapter 181 of the Wisconsin Statutes. WAP’s mission statement is as follows:

Wabeno Area Players Mission Statement

Wabeno Area Players (WAP) is a non-profit, member-controlled theater located in Wisconsin. WAP volunteers and staff foster artistic freedom, growth, and expression through non-traditional experimental and/or original artistic forms. Our goals include creating high quality and unique theater through

- promoting communication, education, and entertainment;
- challenging the cultural and intellectual assumptions of our audiences through unique and diverse productions;
- producing world premiere adaptations or original concepts of extant works;
- promoting and defending freedom of expression; and
- supporting writer/directors’ visions of their own work.

WAP respects and facilitates community access by maintaining reasonable ticket prices and by welcoming community members to become active in the theater, rewarding hard work with rights accompanied by responsibilities.

Article II. Meetings

- Section 2.01 Annual Meeting. The annual meeting of the Members shall be held within ten days before or after July 15th, as determined by the officers of the Board (hereinafter the “Officers”). The purpose of the annual

meeting shall be to consider production reports from the Board and staff; to elect Board members; and to act on such matters as may be submitted to the Members for their action or approval. All actions of the Members other than election of Board members, amendment of the bylaws, or other matters defined in the bylaws or required by statute as requiring Member action, shall be advisory only.

- Section 2.02 Special Meetings. Special meetings of the Members for any purpose may be called by the Board or by any Member in a written request signed by at least one-tenth of all current Members of WAP.
- Section 2.03 Place of Meetings. All annual and special meetings will be by notice and the Board will designate the location.
- Section 2.04 Notice of Meeting of Members. The Secretary or other designated board member shall send written notice to all current Members stating the place, day, hour, and a description of the matter(s) for which the meeting has been called. Such notices shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. Notices shall be delivered either personally, by first class or registered U.S. mail, or by email to the Member's address on file with WAP. It shall be the responsibility of each Member to inform the corporation of any change in address. Meeting agendas shall be posted publicly in such time, place and manner as the Officers shall determine.
- Section 2.05 Membership List. Before any business is conducted at any meeting of the Members, the Vice-President or other designated board member shall present a complete alphabetical list of the Members, current as of the date of the meeting. This list will include contact information unless a Member has requested in writing to keep such information private. The membership list so provided by the Vice-President shall be available for inspection by any Member 2 business days after notice is given of the meeting, and shall be available for circulation to all Members during the meeting, for the purposes of the meeting.
- Section 2.06 Quorum and Voting. A majority of the annual members, as defined in Section 3.01 herein, shall constitute a quorum at any meeting of the Members. If a quorum is present, the affirmative vote of a majority of the Members present shall be the act of the membership unless the affirmative vote of a larger percentage for any particular purpose is required by the articles of incorporation, these bylaws, or applicable law. Each Member shall be entitled to one vote upon each matter submitted for a vote at any meeting of the Members. The Board may determine a method of absentee voting. All voting shall be done in person or via absentee ballot. Proxy voting shall not be permitted. Voting agreements shall not be permitted.
- Section 2.07 Meeting Chair. The President, or if absent, the Vice-President, or in the absence of both, any person chosen by the Members present, shall call the meeting of the Members to order and shall act as Chair of the meeting. The Secretary, or if absent, any person chosen by the Chair, shall act as Secretary of the meeting.
- Section 2.08 Meeting Procedure. At any meeting the meeting chair shall operate under consensus development and/or Robert's Rules of Order (latest edition). Should the meeting chair determine a consensus cannot be attained, he/she shall revert to Robert's Rules of Order.

Article III. Membership

- Section 3.01 Annual Membership. An individual paying membership dues (cost of dues will be determined at the annual meeting each year) will be eligible for membership in WAP.
- Section 3.04 Honorary Lifetime Membership Award. The Board, with a unanimous vote, may grant an Honorary Lifetime Membership Award. Honorary Lifetime Memberships shall be awarded only to those who accept the honor. Once accepted, the award and rights granted are irrevocable except by the affirmative vote of eighty percent (80%) of the then-current membership for behavior detrimental to the corporation's mission.

- Section 3.05 Acceptance of Membership. No person shall be admitted as a Member without that person’s consent. A person certified for any type of membership may accept and shall be deemed to have accepted membership either by attending the annual meeting next following the person’s certification or by submitting an absentee vote at such meeting in the manner determined for such purpose by the Board pursuant to Section 2.06 herein.
- Section 3.06 Expulsion and Suspension. Annual Members may be suspended or expelled from membership for behavior detrimental to the WAP mission. A two-thirds majority of both the Members and the Board shall be required to revoke or suspend a membership.
- Section 3.07 Member Benefits. Each Member shall have:
- (a) The right to vote at annual and special meetings as defined by these bylaws;
 - (b) The right to free admission to all Board designated events;
 - (c) The right to run for the WAP Board of Directors;
 - (d) The right to run for an Officer position on the WAP Board of Directors; and
 - (e) The right to call special meetings in accordance with procedure defined in these bylaws.
- Section 3.08 Member Responsibilities. Each member shall be expected to:
- (a) Vote when called upon to do so;
 - (b) Serve as a WAP ambassador to the community;
 - (c) Support the mission, goals, and work of the theater;
 - (d) Participate in at least three productions a year in the cast or crew.
- Section 3.09 Membership Resignation. Resignation of membership must be submitted to the Board in writing.
- Article IV. Directors**
- Section 4.01 Qualification. A member of the Board (hereinafter a “Director”) must be a Member. If the number of Member candidates is fewer than the number of open Director seats, the membership shall determine qualifications for candidates for the remaining seat(s).
- Section 4.02 Number and Tenure.
- (a) The Board shall consist of seven Directors: seven Member-elected directors.
 - (b) For purposes of staggering terms, Directors elected at the initial Annual Meeting (the organizational meeting) shall serve terms of either two or three years. All future directors’ terms shall be three years.
 - (c) No limit shall be placed on the number of successive terms an individual may serve as a Director.
- Section 4.03 Powers
- (a) The first duty of the Board shall be to meet and elect Officers within ten days after the annual meeting of the Members.
 - (b) The Board shall have the authority to manage the corporation to the extent provided by Wisconsin law and to delegate its authority under the terms of these bylaws.
- Section 4.04 Vacancies. Any vacancy occurring on the Board more than four months prior to the annual meeting of the Members shall be filled for the unexpired portion of the term by the Members at a special meeting called by the Board in accordance with Section 2.02 herein. Any vacancy occurring on the Board fewer than four months prior to the annual meeting of the Members shall be filled until the annual meeting by the affirmative vote of a majority of the Directors then in office.

- Section 4.05 Meetings.
- (a) Annual Meeting. The Annual Meeting of the Board shall be held within ten (10) days after the Annual Meeting of the Members.
 - (b) Regular Meetings. The Board may provide by resolution the time and place within or without the State of Wisconsin for the holding of Regular Meetings.
 - (c) Special Meetings. Special Meetings will be held at the time and place designated by the person or persons calling the Special Meeting.
 - (d) Notice of all meetings of the Board shall be given to Directors in person, by mail, or by email not less than two days nor more than 15 days before such meeting.
 - (e) Electronic attendance at meetings of the Board shall be permitted in accordance with Section 181.0820, Wisconsin Statutes.
- Section 4.06 Quorum. Except as otherwise provided by law, or by the articles of incorporation, or these bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If at any time during the meeting, fewer Directors than required for a quorum are present, no other business may be conducted.
- Section 4.07 Voting. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by the articles of incorporation or these bylaws.
- Section 4.08 Conduct of Meetings. The President, or if absent, the Vice-President, or in the absence of both, any Director chosen by the Directors present, shall call meetings of the Board to order and shall act as Chair of the meeting. The Chair of the meeting shall abstain from all voting unless a tie-breaking vote is required. The Secretary shall act as Secretary of all meetings of the Board, but in the absence of the Secretary, the Chair of the meeting may appoint any other person present to act as Secretary of the meeting.
- Section 4.09 Compensation. Directors shall serve without compensation but shall be entitled to reimbursement of out-of-pocket theater related expenses as approved by the Board.
- Section 4.10 Presumption of Assent. At all meetings of the Board or Board committees, there shall be a presumption of assent unless a Director specifically requests a notation of dissent.
- Section 4.11 Action Without Meeting. Any action of the Board may be taken without a meeting in accordance with Section 181.0821, Wisconsin Statutes.
- Section 4.12 Conflict of Interest. Directors shall not conduct private business in any manner which places them at a special advantage because of their association with the corporation. In case of a clear conflict of interest, the Director will be excused from voting on an item so constituted. The Board may adopt a separate conflicts of interest policy if the Board determines, in its sole and absolute discretion that such a policy is in the best interests of the Wabeno Area Players Corporation.
- Section 4.13 Removal. Any Board member may be removed for dereliction of duty through the following three-step process: (1) An affirmative two-thirds vote of the Board recommends removal of the Board member. (2) The Board schedules a special meeting of members per bylaws Article II to occur between fourteen and thirty days after informing membership of the recommendation to remove. (3) At the special meeting of members, a two-thirds vote of members present affirms removal. All members including all Board members are eligible to vote.
- Article V. Officers**
- Section 5.01 Number. The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. One person may not hold more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

- Section 5.02 Qualification. Any Member-elected Director, as provided in section 4.02(a) herein, may be elected as an Officer.
- Section 5.03 Election and Term of Office. The Officers shall be elected by the Directors at the first meeting of the Board held after each annual meeting of the Members. Each officer shall hold office for a term of one year and shall continue to serve until such time as a successor has been duly elected, or until such Officer's removal or resignation. No limit shall be placed on the number of successive terms a Director may serve as an Officer.
- Section 5.04 Removal. Any Officer may be removed by the affirmative two-thirds vote of the Board whenever in the judgment of the Board such removal would serve the best interests of the corporation.
- Section 5.05 Vacancies. A vacancy in any Office shall be filled by the Board for the unexpired portion of the term.
- Section 5.06 Duties. The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The Board may assign additional duties to any Officer as the Board deems appropriate.
- (a) President. The President shall be WAP's Chief Executive Officer and shall generally manage the day-to-day operations of the corporation subject to the direction of the Board. The President shall preside at all meetings of the Board and Members.
 - (b) Vice-President. The Vice-President shall exercise the duties of the President in the absence or incapacity of the President. If the President should die, resign, or be removed from office, the Vice-President shall succeed to the office of President. The Vice-President shall also:
 - (i) Be responsible for maintaining the Membership Lists (Annual, and Honorary); and
 - (ii) Perform such other duties as may be assigned by the Board.
 - (c) Secretary. The Secretary shall keep and maintain all records of the corporation, except financial records, and shall prepare minutes of all meetings of the Board and Members. The Secretary shall also:
 - (i) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and
 - (ii) Perform such other duties as may be assigned by the Board.
 - (d) Treasurer. The Treasurer shall have custody of the funds of the corporation and shall keep and maintain all financial records of the corporation. The Treasurer shall also:
 - (i) Make monthly reports to the Board;
 - (ii) Report to the Members on the financial status of the corporation;
 - (iii) Maintain the corporation's bank and other financial accounts; and
 - (iv) Perform such other duties as may be assigned by the Board.
- Section 5.07 Compensation. The Officers shall serve without compensation but shall be entitled to reimbursement of out-of-pocket theater-related expenses as approved by the Board.

Article VI. Staff

- Section 6.01 Number. There shall be various Director positions for each production which shall be appointed by the Director and approved by the Board.
- Section 6.02 Qualification. Any individual may be appointed to a staff position.
- Section 6.03 Term of Appointment. Each staff member shall serve at the pleasure of the Board.
- Section 6.04 Removal. Any staff member may be removed by the affirmative two thirds vote of the Board whenever in the judgment of the Board such removal would serve the best interests of the corporation.
- Section 6.05 Vacancies. Vacant staff positions shall be filled by the Board as soon as reasonably possible.

Section 6.06 Job Descriptions. Staff members shall perform in accordance with such job descriptions as the Board may from time to time adopt.

Section 6.07 Compensation. Staff may be compensated for their services. Any compensation offered shall be determined by the Member-elected Directors.

Article VII. Contracts, Loans, Investments, Checks and Deposits

Section 7.01 Contracts. The Board must approve all contracts entered into on behalf of the corporation.

Section 7.02 Loans. The Board must by resolution approve all loans or indebtedness contracted on behalf of or in the name of the corporation.

Section 7.03 Investments. The Board must approve all investments of corporation funds.

Section 7.04 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President, Treasurer or designee. Two signatures are required for all of the above transactions.

Section 7.05 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected under the authority of a resolution of the Board.

Article VIII Committees

Section 8.01 The President of the Board of Directors shall designate Committee assignments, determine appropriate size, and make committee appointments as necessary. The President will appoint committees and respective committee chairs at the beginning of his or her term. Each committee shall report regularly to the Board of Directors. The Chairman of each committee, with the advice and consent of the President, may select other members of his or her committee. The President shall be an ex officio member of all committees except the Nominating Committee.

Section 8.02 The standing committees of the Corporation shall be:

- (a) Executive Committee – The Executive Committee shall consist of the officers of the Board of Directors. The managing staff position (as defined in the Manual of Operations) shall serve as an ex officio non-voting member of the Executive Committee. The Committee shall meet upon the call of the President and shall take such steps as are necessary to fulfill the aims and purposes and to carry out the authorized activities of the Corporation; however, the Executive Committee shall not have the power or authority to do any of the following matters without prior express approval of the Board of Directors:
 - (i) Amend or repeal any resolution of the Board of Directors which by its terms cannot be amended or repealed except by action of the Board;
 - (ii) Dissolve, merge or consolidate the Corporation;
 - (iii) Elect, appoint or remove directors;
 - (iv) Amend the Articles of Incorporation;
 - (v) Amend or repeal by-laws or adopt new by-laws;
 - (vi) Sell, lease, mortgage, pledge, hypothecate, transfer or exchange any real property of the Corporation or any personal property with a value in excess of \$1,000;
 - (vii) Borrow funds or otherwise incur any obligation for the Corporation valued in excess of \$5,000.
 - (viii) Enter into contracts for the Corporation valued in excess of \$10,000.
 - (ix) All actions taken by the Executive Committee on behalf of the Corporation will be reported to the Board of Directors at the next meeting thereof.

- (b) Finance Committee – The Finance Committee shall consist of the Treasurer who shall serve as Chair, and at least two additional members of the Board of Directors appointed by the President of the Board of Directors. The fiscal and budgetary affairs of the Corporation shall generally be directed by the Finance Committee. The Finance Committee shall have authority over and responsibility for the preparation of the annual budget, present the budget to the Executive Committee and Board of Directors for approval and adoption and perform such other duties as may be assigned to this committee by the Board of Directors.
- (c) Nominating Committee – The Nominating Committee shall nominate candidates for the officers of the Corporation. A proposed slate of officers shall be presented to the Executive Committee not less than thirty (30) days prior to the date set for the election of officers.
- (d) Building Committee –The Building Committee shall be responsible for the maintenance and management of the physical plant and contents thereof owned by the Corporation and such other duties as may be assigned it by the President or the Board of Directors.
- (e) Production Committee – The Production Committee shall have supervision and authority over all production activities of the Theater, subject to the direction of the President and Vice-President, and shall be responsible for such other duties as may be assigned it by the President or Board of Directors.

Section 8.03: The President may establish such other committees as he or she may deem necessary.

Article IX Amendments

Any amendment or repeal of these bylaws shall require adoption by the affirmative vote of eighty percent of the then-current Members present at the Annual Meeting defined in Section 2.01 herein.