**Articles of Incorporation of**

**The Wildwood Summer Theatre, Incorporated**

**(As of November 29, 2013)**

**I. Name**

The name of the Corporation is Wildwood Summer Theatre, Incorporated.

**II. Purpose**

This Corporation is organized exclusively for literary and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue laws. The primary objectives and purposes of this Corporation shall be to engage in any or all lawful business activities for which a nonprofit, non-stock Corporation under the general laws of the state of Maryland and within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1954 may be permitted, in order to promote and foster the education of area youth in the dramatic, musical, business, technical and social aspects of theatre and to the presentation of these youth theatrical productions to the general public in order to further the literary and cultural advancement of the community. No substantial part of the activities of the Corporation shall include political activities, the carrying-on of political propaganda, or attempts to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**III. Duration**

The Corporation shall commence upon the filing of these Articles and its existence is perpetual.

**IV. Issuance of Stock**

The Corporation shall have no power or authority to issue capital stock.

**V. Board of Directors and Governance:**

The highest authority in the Association shall be the Board of Directors.

A. The Board of Directors shall consist of three types of Board members: Tenured Board Members, Annual Board Members, and Ex-officio Board Members. A Board member may not serve as both Tenured and Annual simultaneously.

1. Tenured Board Members

a) The Board of Directors shall never consist of more than 13 nor fewer than 10 Tenured voting Board Members. Any current member of the Association who has been a member for at least 12 months and participated in at least one of the Association's productions shall be eligible for Tenured Board membership.

b) No individual shall become a Tenured Board Member without being nominated by a Board member and elected by a majority of all present and voting Board members.

2. Annual Board Members

a) The Board of Directors shall never consist of more than 3 Annual Board Members. Any current member of the Association shall be eligible for Annual Board membership. Annual Board Members serve for a term of one theatre season and may be re-elected.

b) One Annual Board Member shall be elected from each of the following segments of the Association: cast, crew, and orchestra.

c) No individual shall become an Annual Board Member without being elected by the current membership of the Association. Elections for Annual Board Members shall be governed by an Addendum to these Articles entitled "Wildwood Summer Theatre Annual Board Member Elections".

3. Ex-officio Board Members

In the event that the Producer and/or Director is neither a Tenured nor an Annual Board Member, he/she shall serve as an Ex-officio, non-voting Board member during his/her term on staff.

B. The Board of Directors may review the Board membership of any of its members at any time.

1. Any member of the Board who has (a) been absent from two consecutive official Board meetings, or (b) been absent from any three official Board meetings in a 12-month period, or (c) been absent from any three official meetings of the Association in a 12-month period, or (d) failed to fulfill his/her requirements as a member of the Association as defined by Article X hereof, shall be automatically subjected to a review of his/her Board membership by the Board of Directors.

2. At the end of every meeting of the Board of Directors, the Parliamentarian shall announce the names of any Board members falling under any of the categories (a) through (d) above. The review shall take place at the next official meeting of the Board of Directors.

3. Any member of the Board of Directors who wishes to bring a Board member up for review for any reason other than (a) through (d) above must follow the procedure outlined in an addendum to these Articles entitled "Wildwood Summer Theatre Board Review Process".

4. Expulsion shall require an affirmative vote from 2/3 of all present and voting members of the Board of Directors.

C. The Board of Directors shall conduct official meetings and may conduct provisional meetings at such times  
as it deems necessary. The attendance of 2/3 of the members of the Board of Directors shall be required for the conduct of business.

D. The Board of Directors may appoint and/or dismiss a ‘Counsel to the Board’ who, after consultation with the Board or its designee, shall act as the Board’s representative with respect to appropriate government agencies concerning the Theatre’s legal status.

**VI. Application of Earnings**

No part of the Corporation’s net earnings shall inure to the benefit of or be distributed to its Directors, Officers, Members or any other private persons, except that the Corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of its purposes.

**VII. Distribution Upon Dissolution**

Upon dissolution of the Corporation, the Board of Directors, after paying or providing for the payment of all the Corporation’s liabilities, and disposing of assets held by the Corporation, but subject to legally valid requirements for their return, transfer, or conveyance on dissolution of forfeiture, shall arrange for the distribution of all remaining assets to one or more organizations having activities consistent with the purposes of the Corporation, such organizations being described in section 501(c)(3) of the Internal Revenue Code of 1954 as being operated for tax-exempt purposes as defined in the U.S. Code of Federal Regulations, vol. 26 sec. 1.501(c)(3)-1(d).

**VIII. No Liability**

The Incorporators, Directors, Officers, and Members of the Corporation shall not be individually liable for the Corporation’s debts or other liabilities.

**IX. Certain Immunities**

Any person who serves as a Director or who serves on a board or council in an advisory capacity to the Corporation or its Board of Directors shall be immune from civil liability and shall not be subject to suits directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and was acting within the scope of his official capacity, unless such damage was caused by the willful and wanton or grossly negligent conduct of such person.

**X. Membership**

A. Any individual who has attained the age of 14 and not yet attained the age of 26 as of June 1 of any given season who, in the opinion of the Board of Directors or its designated representative, demonstrates support for and agreement with the purposes as set forth in Article II hereof shall be eligible for membership for that particular season.

B. To be considered a member of the Association, one must fulfill the following requirements:

1. Payment of membership dues by a date to be determined by the Producer.

2. Maintenance of a minimum level of participation in the Association, as defined by the appropriate staff member and the Producer.

C. The Board of Directors, in special cases and at its discretion, may make exceptions to the requirements stated above.

D. If the Producer considers an Association member to not have fulfilled the requirements of Article X.B.2 and the Association member is serving as a Board member than the decision is considered an emergency situation and the Chairman of the Board of Directors must be in agreement with the Producer. If the Producer is also currently serving as Chairman than the Board Parliamentarian must be consulted on the decision. If the Association member is also currently serving as Chairman than the Board Parliamentarian must be consulted on the decision.

**XI. Changes to Articles of Incorporation**

Amendments to the Articles of Incorporation shall require a vote of two-thirds (2/3) of the entire Board of Directors.

**XII. Changes to By-Laws**

The power to adopt, alter, amend or repeal the Corporation’s By-Laws shall be vested and reserved to the Board of Directors and shall require a vote of two-thirds (2/3) of all present and voting Board members.

**XIII. Meetings**

Each meeting is to be held at a place and in a manner as fixed in the By-Laws.

**XIV. Resident Agent**

The name and address of the primary resident agent of the Corporation is:

Alisha Bhore

12907 Travilah Road

Potomac, MD 20854

The Corporation’s resident agent is appointed by the Board of Directors and such an appointment may be changed or revoked by the Board at any time. The resident agent may be, but need not be, a member of the Board of Directors.

**XV. Address of Principal Office**

The address of the principal office of the Corporation is 12907 Travilah Road, Potomac, MD 20854.

**XVI. Incorporator**

The name and address of the Incorporator is:

Arthur G. House

4822 Montgomery Lane

Bethesda, MD 20814

**By-Laws to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**I. Definition of Season and Year**

A. The theatre season shall begin with the call-to-order of the official Critique meeting of the Board of Directors and shall end with the call-to-order of the following Critique Meeting of the Board of Directors (as specified in By-Law II.A.).

1. The theatre year shall be defined as June 1 of any given year through May 31 of the following year.

C. Instances where these terms are important are specified in an addendum to these Articles entitled "Wildwood Summer Theatre Season and Year".

**II. Operation of the Board of Directors: Meeting Times**

A. The Board of Directors shall conduct official meetings of the Board of Directors at the following times. Agendas for these official meetings may be found in an addendum to these By-Laws entitled "Wildwood Summer Theatre Official Board Meeting Agendas".

1. Critique Meeting: no less than 7 days and no more than 21 days after the close of the previous season's production.

2. Fall Meeting: on the Friday, Saturday, or Sunday following Thanksgiving Day.

3. Winter Meeting: between December 27 and January 5.

4. Spring Meeting: between March 1 and April 15, to be set definitely by the Chairman when the greatest number of Board members will be able to attend.

5. Summer Meeting: within 12 days prior to the close of the season's production.

B. The Board of Directors shall conduct an official meeting of the current membership of the Association prior to the Critiqueofficial meeting of the Board of Directors. The agenda for this official meeting may be found in an addendum to these By-Laws entitled "Wildwood Summer Theatre Association Critique Meeting Agenda.

C. Notification of official meetings of the Board of Directors and official meetings of the Association shall be made at least 2 weeks prior to the scheduled date of the meeting.

D. The Board of Directors may also conduct provisional meetings at any times it deems necessary, provided every member of the Board is given at least 24 hours notice as to the date, time, and location of the meeting by the Chairman, Parliamentarian, or Secretary of the Board.

E. Official Board business, especially voting on issues, may be conducted only in an actual meeting. Electronic communication is permissible for discussion.

1. Should a Board member’s schedule prohibit physical attendance at a board   
 meeting, videoconferencing shall be an acceptable alternative to physical attendance provided said Board   
 member devotes their full attention to the meeting .   
 A Board member may use this method of attendance once in a 12-month period without penalty as per Article V, Section B, Paragraph 1. Video conferencing Board members may vote only if there is quorum at the actual location of the board meeting .

**III. Operation of the Board of Directors: Structure**

A. The Board of Directors shall elect a Chairman from its tenured members whose term of office shall be one year. The Chairman shall be at least 18 years of age and have been a member of the Board for at least 12 months.

B. The Board of Directors shall elect a Parliamentarian from its tenured members whose term of office will be one year. The Parliamentarian shall be at least 18 years of age and have been a member of the Board for at least 12 months.

C. The Board of Directors shall elect a Treasurer from its tenured members whose term of office will be one year, effective immediately following the Summer Board Meeting. The Treasurer shall be at least 18 years of age and have been a member of the Board for at least 12 months.

D. The Board of Directors shall elect an Alumni Liaison from its tenured members whose term of office will be one year.

E. The Board of Directors shall elect a Secretary from the Association whose term of office will be one year.

F. The Board of Directors shall elect a Director of Development from its members whose term of office will be one year.

G. Nominations shall be taken for tenured members of the Board at any official meeting when openings occur in its membership; although the Board may fill any openings at any time, it is not required to elect a new member at that time, provided that the requirements of Article V, Section A, Sub-section 1, Sub-sub-section (a) of the Articles of Incorporation are met.

H. If an Annual Board Member must relinquish his/her position, that position shall remain vacant for the remainder of the theatre season.

I. Should an emergency arise within the company that is immediate (immediate being defined as needing a resolution before the Board is able to convene and vote on the issue) the Board Chairman is given the authority to act on behalf of the Board of Directors. Any decision that is made may be reviewed and overturned at the next available time by all present and voting members if deemed necessary. Situtions and the extent of the emergency powers shall be defined by an addendum to these By-Laws entitled “Job description: The Board of Directors.”

**IV. Operation of the Board of Directors: Rules of Order**

A. The rules contained in *Robert's Rules of Order* shall govern the operation of the Board in all cases in which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, By-Laws, or addenda to the Articles or By-Laws.

B. The Board of Directors may choose to go into executive session, wherein only Board members and the Secretary may be present to hear debate. The Board of Directors must go into executive session when electing new tenured board members, reviewing a Board membership, or interviewing and selecting staff.

C. The Board of Directors does not accept proxy votes or absentee ballots.

D. The purpose of the Board of Directors shall be defined by an addendum to these By-Laws entitled "Job Description: The Board of Directors.

**V. Selection of Staff**

A. Board-selected Staff Positions

The Board of Directors shall appoint the following positions: Producer, Director, Production Manager, Production Stage Manager, Musical Director, Conductor, Choreographer, Technical Director, Scenic Designer, Lighting Designer, Sound Designer, Property Designer, Costume Designer, Make-Up/Hair Designer, Director of Public Relations, and Director of Fundraising.

B. Other Staff Positions

1. The Producer shall appoint, as deemed necessary, the following positions: Associate Producer(s) and Business Manager.

2. The Director shall appoint, as deemed necessary, the Assistant Director(s) and/or Dramaturg.

3. The Production Stage Manager shall appoint the Assistant Stage Manager(s) and Deck Manager(s).

4. The Technical Director, in conjunction with the Designers, shall appoint, as deemed necessary, the following positions: Assistant Technical Director, Master Carpenter, Scenic Artist, Master Electrician, Audio Engineer, Costumer, Property Master, and Make-Up Crew Chief.

5. The Director of Public Relations shall appoint, as deemed necessary, the following positions: Assistant Director of Public Relations, House Manager, Graphic Designer, Program Coordinator, Photographer, Director of Audience Development and Director of Recruitment.

6. The Director of Fundraising shall appoint, as deemed necessary, the Assistant Director of Fundraising.

1. The Business Manager shall appoint, as deemed necessary, the Box Office Manager.
2. The Musical Director shall appoint, as deemed necessary, the Vocal Director.

C. If, for any reason, the board decides to leave vacant any of the “Big Four” staff positions (Producer, Director, Director of Fundraising, Director of Public Relations), chosen at the Board Critique meeting, the board may elect to the position an interim replacement from the board of directors. At the next board meeting this placement must then be confirmed, the title transferred to a new replacement, or their status as an interim continued.

D. If, for any reason, any Board-selected staff position remains or becomes vacant after the official Spring meeting of the Board of Directors, the Producer may fill the vacancy with the consent of the Board implied.

E. Any staff member not specified in Section B may appoint an assistant if deemed necessary.

**VI. Duties of the Producer**

The Producer shall:

A. Hold authority and responsibility regarding the Production and the Association unless otherwise specified by the Articles of Incorporation or the By-Laws to the Articles of Incorporation.

B. Be authorized to sign for the Association.

C. Act as the Board of Directors' representative with respect to membership as set forth in Article X of the Articles of Association.

D. With the advice and consent of the Board, determine the theatre location, performance dates, ticket prices, compensation for services rendered, and necessary capital investments.

E. Conduct a final staff meeting after the opening of the show, but prior to its closing, the purpose and agenda of which is outlined in an addendum to these By-Laws, entitled, “Wildwood Summer Theatre Staff Critique Meeting.”

**VII. Selection of Show(s)**

In any given year, the Board of Directors shall select its production(s) from a list of no fewer than five and no more than six theatrical works that will be provided to it by the Producer and the Director. No such work shall be submitted by the staff, nor selected by the Board, that has been produced by the Theatre within the previous 12 years.

**VIII. Membership Dues**

Membership dues shall be paid by every member of the Association. The Producer, in special cases, and at its discretion, may waive the payment of these dues with the consent of the Board. Membership dues shall not exceed $50 per person. The dues are not refundable after June 1st.

**IX. Control of Funds**

A. The ProducerandBoard Treasurer shall be the signatories to the Theatre's sole banking account. The authorization of either of them shall be sufficient for the withdrawal of funds.

B. At the official Spring meeting of the Board of Directors, the Producer shall submit his or her proposed budget for the present season. The Board shall then discuss the proposed budget and determine a reasonable spending limit, with the understanding that the Producer is authorized to exceed that limit by 10% should he deem it necessary. While it is not the responsibility of the Board to approve individual lines of the budget, it is necessary to consider the entire document, so that a reasonable spending limit for the season can be agreed upon.

**X. Operation of the Staff**

The operation of the staff shall be guided by an addendum to these By-Laws entitled "Wildwood Summer Theatre Production Handbook".

**XI. Notices**

Any notice required to be given pursuant to these By-Laws may be given by mail, private messenger, e-mail, facsimile, or in any other reasonable manner, in writing.

**Addendum to the By-Laws to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Official Board Meeting Agendas**

**Critique Board Meeting**

\_ Review of Board Membership (if necessary)

\_ Old Business

\_ New Business

\_ Outgoing Producer's Report

\_ Treasurer’s Update

\_ Interview/selection of Producer

\_ Interview/selection of Director

\_ Interview/selection of Public Relations

\_ Interview/selection of Fundraising

\_ Selection of Director of Development

\_ Selection of Alumni Liaison

\_ Preliminary, open-ended discussion of show choice and theatre space options

\_ Set dates and times for the fall board meeting

**Fall Board Meeting**

\_ Review of Board Membership (if necessary)

\_ Old Business

\_ New Business

\_ Interview/selection Big Four not selected previously

\_ Producer's Update

\_ Treasurer’s Update

\_ Board discussion of potential theatre locations, ticket prices, and performance dates

\_ Selection of Show (\*see note below)

\_ Set dates and times for the winter board meeting

\* *Note:* The Producer and Director must take input from the Association Critique Meeting and choose a list of five or six viable shows. This list must be made available to the Association no later than October 15. By that time, the Producer and Director must also get the following information to the Board in writing: names of shows, synopses, male/female part breakdown, leads/chorus breakdown, list of scenic locations/settings, royalty approximations (and what those figures include), and notes on choreography, orchestrations, and costume styles. Additional information could include the Director's preliminary "concept" or any significant changes to the show that he/she envisions. It is then the responsibility of each Board member to fully familiarize him/herself with each nominated show in order to make a fully informed choice at the Fall Board meeting.

**Winter Board Meeting**

\_ Review of Board membership (if necessary)

\_ Old Business

\_ New Business

\_ Board approval of theatre location, ticket prices, and performance dates

\_ Producer's Update

\_ Treasurer’s Update

\_ Director's Update

\_ Interview/selection of Board-selected staff positions

\_ Set dates and times for the Spring meeting of the Board

**Spring Board Meeting**

\_ Review of Board Membership (if necessary)

\_ Old Business

\_ New Business

\_ Producer's Update

\_ Treasurer’s Update

\_ Director's Update

\_ Review full critique materials (Association, Staff, and Board Critiques as well as letters from outgoing staff members) and consider revisions to company policy & staff handbooks.

\_ Board discussion/approval of proposed season budget

\_ Interview/selection of open staff position(s) (if necessary)

\_ Set date and time for the Summer Board meeting

**Summer Board Meeting**

\_ Review of Board Membership (if necessary)

\_ Old Business

\_ New Business

\_ Producer's Report (preliminary sales figures, etc.)

\_ Treasurer’s Update

\_ Selection of new tenured Board Members

\_ Selection of Chairman of the Board

\_ Selection of Parliamentarian

\_ Selection of Treasurer

\_ Selection of Secretary

\_ Review of Articles XIV & XV in the Articles of Incorporation

\_ Set dates and times for the Critique meetings of the Board and Association

**Addendum to the By-Laws to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Association Critique Meeting Agenda**

The Critique Association meeting is a completely open-ended discussion of how well the theatre operated over the course of the previous year. The Critique is an extremely important event in the theatre season. It is one of the few chances that the theatre may look at itself honestly, thereby promoting beneficial change and progress. With this in mind, it is important to devote a sufficient amount of time to it.

The agenda is set up essentially by aspect of show. Each aspect of production shall be discussed in an organized manner. It is not a time for free debate; rather it is a time for constructive comments and criticisms regarding the summer. Important ideas and comments shall be noted by the Secretary of the Board for further Board discussion and action.

**The Agenda**

\_ Choice of Show (review of this year's choice)

\_ Pre-production

\_ Auditions/Crew Sign-up (your first impressions of Wildwood, etc.)

\_ Rehearsals

\_ Work Sessions

\_ Company meetings (were they useful, different formats, etc.)

\_ Tech Week

\_ Performances

\_ Show Design

\_ Strike

\_ Company Relations

\_ Open Forum

\_ Staff Nominations

\_ Future Choice of Show (preliminiary open-ended suggestions for next year's production)

Board members should have thoroughly examined Critique materials, consisting of minutes from the Staff, Association, and Board Critique Meetings, by the Spring Board meeting. At this time, the Board shall go through the materials, discussing each suggestion, and modifying the Production Handbook as they see fit.

**Addendum to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Annual Board Member Elections**

Annual Board member elections shall take place once each theatre season during the last weekend of performances of the show. Ten days prior to the final show of the season, the Board Parliamentarian shall compile a list of all current members of the Association. The Chairman of the Board of Directors, along with the outgoing Annual Board members, shall address the membership of the Association to explain the nature of the positions, the responsibilities of Board membership, and the procedure of the elections. Members of the Association should indicate their interest in being considered for Annual Board membership by initialing their names on the posted list.

The Board Parliamentarian shall distribute a ballot compiled from the posted list to every current member of the Association on the final Brush Up Rehearsal of the season. Each current member of the Association may vote once, for a candidate in their division only (cast, crew, orchestra). Staff members may be nominated and may run and vote in the area of their own expertise, according to their own judgment. In general, most designers will vote with the crew, choreographer and director with the cast, conductor with the orchestra, etc. In the event of any problems, the Board Parliamentarian shall decide which division a staff member may run and vote in.

Votes shall be tallied by the Chairman and the Parliamentarian of the Board of Directors. Any candidate receiving at least 50% of the valid votes cast in his or her division shall be elected an Annual Board member. If no candidate in a given division meets this requirement, a run-off election shall be held the following night between the two candidates who received the greatest number of votes in the primary election. Only those members who voted in a division's primary election may vote in the run-off for that division, should one occur.

**Addendum to the By-Laws to the**

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**The Wildwood Summer Theatre**

**Job Description: The Board of Directors**

The primary obligation of the Board of Director of the Wildwood Summer Theatre (hereinafter "the Theatre") is to maintain and represent the ideals and goals of the Theatre. Board members are selected for their expertise in various aspects of theatre, their ability to facilitate group discussion and to present and share ideas, and their dedication to the Theatre.

The members of the Board guide and shape Theatre policy by introducing and voting on amendments and additions to the Articles of Association and by formulating new ideas about how the Theatre should work. In addition to their attendance at Board and Association meetings, they are expected to participate in the Theatre's productions to the best of their ability, to recruit new members for the Theatre, and to maintain a representative relationship with the members of the Theatre, past and present.

Tenured Board Members maintain the continuity of the Theatre and should be willing to make a long-term commitment to it.

Annual Board Members are elected by the general membership of the Theatre; it is their responsibility to transmit ideas between their constituents and the rest of the Board and to provide a forum for direct membership input to the Board on issues concerning the Theatre.

Because the opinions of the current staff are essential to the Board, the Producer and Director, if not already Board members, are granted ex-officio status on the Board in order to present these views. Ex-officio Board members are not voting Board members.

The Board of Directors shall elect a Chairman from its tenured members whose term of office shall be one year. The Chairman shall call and preside over all official and provisional meetings of the Board of Directors and all official and provisional meetings of the Association. The Chairman does not vote, except in tie-breaking situations or in instances in which there is no quorum of voting members.

The Chairman is given the authorization of the Board of Directors to act on its behalf in an emergency situation. Such situations include, but are not limited to: a failure by the Producer to perform his/her job, an issue that is not specifically confined to an individual season but is threatening to the Theatre at large, a problem that occurs but is not specifically delegated to a given staff member or Board officer, a situation among the staff that includes the Producer and so has no specific mediator, a situation among other Board members, or any instance in which the Producer requests the involvement, opinion, or assistance of the Board but there is not an opportunity for a full quorum to be assembled. Other instances may be decided upon by all present and voting members if quorum is met or by the Chairman if direct involvement of the Board of Directors is immediately necessary. A meeting of the Board of Directors should be called at the earliest possible time to review the situation if the Chairman deems it necessary or it is requested by any voting member. These powers extend only long enough and only in areas necessary to resolve the immediate issue.

If the Chairman is unavailable than responsibility and emergency powers fall to the next available most senior Board member as specified in the final paragraph of this addendum.

The Board of Directors shall elect a Parliamentarian from its tenured members whose term of office shall be one year. The Parliamentarian shall bear responsibility to the wording and placement of all Board-approved legislation and also serves as the Board authority on current law, and on *Robert's Rules of Order* as they apply to Board business. The Parliamentarian shall be charged with maintaining the complete, official versions of all Board literature, including the Articles, By-Laws, Addenda, and Seniority List, and shall distribute annual updates of them.

The Board of Directors shall elect a Treasurer from its tenured members whose term of office shall be one year, effective immediately following the Summer Board Meeting. In the event that the position is vacated prior to the Summer Board Meeting, the position may be filled effective immediately, and the term of office shall be until the Summer Board Meeting. The Treasurer shall serve strictly as a liaison between the Board and business staff. For consistency from season to season, the Treasurer shall serve as an adviser to the Producer. The Treasurer shall ensure that the Company’s finances are managed appropriately and in the Company’s best interests. This includes, but is not limited to: proper payment of all taxes and fees, prompt payment of bills, responsible management of cash and proper accounting.

The Board of Directors shall elect an Alumni Liaison from its tenured members whose term of office shall be one year. The Alumni Liaison shall maintain an up-to-date record of all company alumni, including the name, phone number, email address, and current residence. The Alumni Liaison will work closely with the Producer and the Director(s) of Public Relations to organize alumni-related events.

The Board of Directors shall elect a Director of Development from its tenured members whose term of office shall be one year. The Director of Development shall server as a liason between the board and the community. Their responsibilities include: membership recruitment, positive community relations (including schools and businesses within and outside the theatre community), creating and maintaining a record of business contacts and financial supporters, and maintaining continuity between seasonal staff including collection and redistribution of handbooks. They will serve as an advisor to the big four.

The Board of Directors shall elect a Secretary from the Association whose term of office shall be one year. The Secretary shall be present at all meetings of the Association and the Board of Directors. In the event of the Secretary’s absence during any portion of a meeting of the Association or Board, the Chairman will select a member of the Board to serve as acting Secretary for the purpose of taking the minutes for the meeting or part of the meeting. The main function of the Secretary is to take minutes and record all Board decisions. Unless also serving as a member of the Board, the Secretary does not vote, but may remain present during executive session, provided no notes—aside from final decisions—are taken.

In the event of the Chairman's absence during any portion of a Board meeting, or if he or she must temporarily vacate the chair for any other reason, the Parliamentarian shall serve as the Board’s Acting Chairman. In the event that both the Chairman and Parliamentarian are unable to serve as presiding officer, those duties shall fall to the most senior Board member willing and able to serve as Acting Chairman, with seniority being defined by the following criteria (in order of precedence): continuous service as a voting Board member (favoring tenured over annual service), previous (non-continuous) service as a voting Board member, years as a dues paying member of the company, and age. For clarity's sake, all changes in Board membership occurring within the same calendar month are to be assumed as having occurred at the same time.

**Addendum to the By-Laws to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Season and Year**

The Wildwood Summer Theatre operates on two basic yearly cycles. These are defined as the "Theatre Season" and the "Theatre Year".

The Theatre Season runs from the Critique meeting of the Board of Directors to the Critique meeting of the Board of Directors the following year. It is primarily used for determining the terms of the commencement of the terms of the Chairman, Parliamentarian, Annual Board Members, and the staff. Annual Board Members begin their terms at the start of the Theatre Season. Staff members begin their terms when confirmed by the Board of Directors or when appointed by another staff member. All Annual Board memberships and staff memberships expire with the end of the Theatre Season. Note, however, that some responsibilities may carry over into the next Theatre Season, such as the maintenance of Theatre inventory and the outgoing Producer's obligations. Board Members are affected by the Theatre Season only in that no Board Member may remain on the Board in any given Theatre Season if he/she is ineligible to be a member of the Theatre at any time in that Theatre Season.

The Theatre Year runs from any given June 1 to the following May 31. It is primarily used for determining Theatre membership. A person becomes a member of the Theatre when he/she pays dues (usually in June). That person remains a member of the Theatre until the following May 31. Theatre membership grants many privileges, including the right to vote for Annual Board Members, participate in the Association's productions, and attend all of the Theatre's social functions. Note, however, that the Producer may revoke the membership of any person who fails to maintain a minimum level of participation in the Theatre.

The "on-season" commences with the start of the Theatre Year and expires with the end of the Theatre Season. The "off-season" commences with the start of the Theatre Season and expires with the end of the Theatre Year.

![](data:None;base64,)**Addendum to the**

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**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Board Review Process**

Any member of the Board of Directors may initiate a review of the Board membership of any other member of the Board by informing the Chairman of this decision and by giving his/her reasons in writing. The Chairman then has three days in which to decide if these claims are valid or frivolous. If he/she decides that the claims are valid, he/she informs the initiator of that decision and then informs the Board member under review of the reasons given, keeping the identity of the initiator of the review strictly confidential. The review is then placed on the agenda of the next official meeting of the Board of Directors, no earlier than six days after the member under review has been informed and allowed to prepare an explanation of his/her conduct. If the Chairman decides that the claims are frivolous, he/she informs the initiator of the review of this decision. This decision may be overruled if another member of the Board personally informs the Chairman that he/she wishes to support the review for the same reasons. At this point, the Chairman is obligated to inform the member under review and place the review on the agenda of the next official meeting of the Board of Directors, to be held no earlier than six days after such information was given.

If the Chairman is the Board member under review, the initiator of the review presents his/her written reasons to the Board Parliamentarian, who has no judgmental authority over the claims and must present the review to the Board.

At the official Board meeting at which a member is brought up for review, the Chairman reads to all members present the reasons presented by the initiator (whose identity must remain strictly confidential). The member under review is then given the opportunity to make explanations, answer questions, and present reasons why he/she should not be expelled from the Board. He/she then leaves the room; the rest of the Board debates the issue and votes on retention or expulsion of the member under review.

As stated in the Articles of Incorporation, an affirmative vote given by ⅔ of the entire Board of Directors is necessary for expulsion.

Should the accused Board member be expelled its effect is immediate and the person should leave the meeting.

**Addendum to the** **By-Laws to the**

**Articles of Incorporation of**

**The Wildwood Summer Theatre**

**Wildwood Summer Theatre Staff Critique Meeting**

The Staff Critique Meeting is an opportunity for the staff to review their performance, individually and as a team, by engaging in the same style of open-ended discussion as at the Critique Association Meeting. Since some topics and opinions may not be appropriate for discussion in the presence of the entire company, the Staff Critique Meeting is intended specifically for staff-related evaluation. The Meeting is a chance to discuss and suggest revisions to how the company and staff operate, as governed by the Bylaws and Production Handbooks. As is the case with the Critique Association meeting, this meeting is intended to encourage civil, constructive criticism and comments regarding the season.

The Producer shall coordinate, schedule and conduct the Staff Critique Meeting, as well as actively participate in the discussion. The members of the Board of Directors are encouraged to attend; the Board Secretary shall keep minutes of the meeting, to be included in the season’s Critique Packet. The staff makes suggestions of revisions to the Bylaws and Production Handbooks, which are reviewed by the Board along with the rest of the Critique Packet, and any changes are made official by a vote of the Board.

The Staff Critique Meeting shall be scheduled to occur after the opening of the show, but before it closes, at a day and time that allows as many members of the staff and board to attend as possible.

Since the season’s production has not closed by the time of the Staff Critique Meeting, strike cannot actually be critiqued, but it is included at the end of the schedule to allow for a discussion of plans for strike, so that it is as efficient as possible.

This is the last complete meeting of the staff thus this is when outgoing staff letters should be submitted by the staff members to the handbooks, along with all other helpful or relevant: tips, information, recommendations, forms, or contacts. Anything submitted to the handbooks should also be submitted electronically to the Webmaster. The handbooks should then be collected by the Producer to be returned to the Secretary of the Board of Directors.

**The Agenda**.

\_ Choice of show

*(review of this year’s choice)*

\_ Pre-production

*(including expectations, communication & staff meetings during the off-season)*

\_ Auditions/Crew Sign-up

*(including recruiting/PR efforts, and suggestions for next year)*

\_ Rehearsals

*(including scheduling, usage of rehearsal space and rehearsal structure)*

\_ Crew Work Sessions

*(including scheduling, suggestions of future tool purchases)*

\_ Company meetings

*(i.e. were they useful, different formats)*

\_ Tech Week

*(i.e. amount of time, venue choice, technical requirements, scheduling)*

\_ Performances

*(may or may not include brush-up rehearsals)*

*\_* Show Design

\_ Company Relations

\_ Open Forum

\_ Future Choice of Show