



OPERA HOUSE PLAYERS

Bylaws

of

The Opera House Players, Inc.

(Formerly St. Martha Players, Inc.)
Amended and Restated as of August 2, 2023

ARTICLE I – THE CORPORATION

The Corporation shall be known as **THE OPERA HOUSE PLAYERS, INC.**, and shall be referred to in these Bylaws as the "Corporation."

ARTICLE II – PURPOSES

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut.

ARTICLE III – OFFICES

The Corporation's principal office and any other of its offices shall be located at such places within or without the State of Connecticut as the Board of Directors may from time to time determine. The Corporation shall maintain within the State of Connecticut a registered office at such place, which may be the principal office, as the Board of Directors may from time to time determine.

ARTICLE IV – MEMBERS

4.1 Admission, Withdrawal, and Expulsion

Any individual interested in supporting the purposes of the Corporation may become a Member of the Corporation by receiving the approval of the Board of Directors at a duly constituted meeting of the Board of Directors and by paying such dues as the Board of Directors shall establish from time to time. Each Member shall be entitled to one vote on all matters for which the Members are entitled to vote by these Bylaws or by the Connecticut Revised Nonstock Corporation Act, as amended (the "Act"). A Member may withdraw at any time by giving notice to the Secretary of the Corporation. A Member's membership shall automatically terminate if such Member fails to pay dues for a period of one (1) year. A Member's membership in the Corporation may also be terminated, or a Member's voting rights may be suspended, by the Board of Directors, in its sole discretion.

4.2 Dues

The Board of Directors shall determine from time to time the amount of dues payable to the Corporation by the Members. Dues shall be payable upon admission as a Member and annually thereafter.

4.3 Meetings

4.3.1 Location

Meetings of the Members may be held within or without the State of Connecticut as set forth in any notice of meeting.

4.3.2 Annual Meeting

The Annual Meeting of the Members shall be held during the month of August at such time and place as the Board of Directors shall determine. Written notice of each meeting of the Members, stating the date, time, and place of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. At each Annual Meeting, the Members shall be entitled to elect the Officers and Directors of the Corporation and to determine, to the extent possible at the time, the list of preferred upcoming productions.

4.3.3 Special Meetings

Special meetings of the Members may be called by the President, by a majority of the Directors then serving, or by at least 25% of the active Members, upon written application to the Secretary. Written notice of each meeting of the Members, stating the date, time, place of the meeting, and of the subject to be considered at the meeting, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting.

4.4 Transaction of Business by Members

4.4.1 Quorum

Unless otherwise required by law or by these Bylaws, at least twenty-five percent (25%) of the Members, present in person or by proxy, shall constitute a quorum necessary for the transaction of business. A Member may participate in a meeting of the Members by means of telephone conference or other means of communication enabling all participating Members to hear one another simultaneously and such participation shall constitute presence in person.

4.4.2 Voting

Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the Members entitled to vote and present at a meeting duly held at which a quorum is present shall be the act of the Members.

ARTICLE V – DIRECTORS

5.1 Powers

The Corporation shall act by and through its Board of Directors. The Board of Directors may delegate its powers and may make such recommendations or impose such duties or requirements as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, the Bylaws, the Act, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

5.2 Positions

The Members shall annually elect a President, Vice President, a Treasurer, a Secretary, an Operations Manager, a Publicity Manager, a Volunteer/Diversity Recruitment Manager, a Development Manager, and an Executive Producer to one-year terms. The Members may, in addition to the foregoing, at the Annual Meeting of the Members or a Special Meeting of the Members, elect any other Directors deemed expedient or necessary. The duties of the Directors shall be imposed by these Bylaws and from time to time prescribed by the Directors. All Directors shall serve in such capacity without prejudice to any other contractual relationship they may have with the Corporation.

5.3 Board Duties

The Board of Directors shall be responsible for the planning and operations of the organization. The same individual may not serve in two voting positions on the Board of Directors but may serve in one voting position and on committee(s).

5.3.1 President

The President shall: preside over all other Officers and at all meetings of the Members and meetings of the Directors; be the primary public spokesperson of the Corporation; oversee relations between the Corporation and any third parties or governmental authorities; serve as liaison between the Directors and Members; assure that the operations of the Corporation are

in keeping with the Certificate of Incorporation and these Bylaws, and that these Bylaws are regularly reviewed and updated as necessary; be responsible for the strategic operations of the Corporation; and fulfill such other duties as may be prescribed from time to time by the Board of Directors.

5.3.2 Vice President

The Vice President shall: assist the President in the strategic operations of the Corporation; assume primary responsibility for the day-to-day administrative and procedural operations of the Corporation; preside at meetings in the absence of the President; and have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

5.3.3. Treasurer

The Treasurer shall: assume primary responsibility for the collection of and accounting for the dues of the Members, the annual budget of the Corporation and the budget, revenue, and expenses for each production, performance, exhibition, or other public event; supervise the receipt and custody of the Corporation's funds; pay the necessary and reimburse reasonably-incurred expenses of the Corporation and the Directors; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all of the Corporation's funds; shall prepare, distribute, and retain or cause to be prepared, distributed, and retained all reports, records, and returns required by law regarding the Corporation's financial status; and have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

5.3.4 Secretary

The Secretary shall: maintain a current membership list; post notice of all Board meetings; keep the minutes of all such meetings; authenticate the Corporation's records; maintain all records pertaining to the organization, both physical and electronic; record attendance at each meeting; oversee the background check process; perform, in general, all the duties incident to the office; and have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

5.3.5 Operations Manager

The Operations Manager shall: manage all activities related to the operations of box office, information technology, building and grounds maintenance, and scheduling and coordination of the use of the theater by internal and external parties; create and maintain a budget for Operations; and have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

5.3.6 Publicity Manager

The Publicity Manager shall: manage all activities related to publicity, marketing, and community outreach including but not limited to brand management, website, social media, email blasts, press releases, and advertising; manage the creation of the show and event programs; act as the primary contact for all media - print, television, and radio; create and maintain the publicity/marketing budget; and have such other powers and perform such duties as may be assigned by the Board of Directors or the President.

5.3.7 Volunteer/Diversity Recruitment Manager

The Volunteer/Diversity Recruitment Manager shall: manage the recruitment, organization, and placement of volunteers with specific efforts to include a diverse body of membership; create and maintain a database of all volunteers; work with Directors and committees to identify the volunteer needs; identify the skills of each volunteer and place them with the right group; create and maintain the volunteer recruiting budget; and have such other powers and perform such duties as may be assigned by the Board of Directors or the President.

5.3.8 Development Manager

The Development Manager shall: oversee all development efforts to establish, maintain, and improve relationships with donors and potential donors; manage grant applications, sponsorships, development events, and thank-you communications; create and maintain a development budget; and have such other powers and perform such duties as may be assigned by the Board of Directors or the President.

5.3.9 Executive Producer

The Executive Producer shall: oversee and assume primary responsibility for the selection and scheduling of all mainstage productions for each season, including securing rights, setting audition and performance dates, supervising personnel and parts for each production; oversee the hiring process for all directors and all other production contractors; fill any unpaid production positions; manage the overall planning and execution of all main-stage productions; create and maintain the annual production budget for the season; and have such other powers and perform such duties as may be assigned by the Board of Directors or the President.

5.4 Agents and Attorneys

The Board of Directors may appoint or employ such other agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board of Directors may determine.

5.5 Service on Board of Directors

5.5.1 Qualifications

To be eligible to serve as a Director of The Corporation, an individual must be a current member in good standing and must have assisted the Corporation in a substantial capacity during at least two (2) productions within the thirty-six (36) month period immediately preceding the meeting to elect, served in a substantial capacity on a Committee, or whose nomination receives the approval from a 2/3 majority of the Board of Directors.

5.5.2 Nomination and Election

Nomination of Members to replace Directors whose terms expire, or to add new Directors, must be submitted to the Secretary in writing no later than five business days preceding the annual meeting of the Members or a special meeting of the Members duly called for such purpose. Members may self-nominate or may be nominated by any other Member. Incumbent Directors must also re-nominate themselves or accept nomination each year, otherwise it is assumed that they do not intend to run for re-election. Each Director of The Corporation shall

be elected by a vote of a majority of the Members present and voting. In the event that no candidate receives the required number of votes after an initial vote is held, the candidate receiving the fewest votes shall be eliminated from the list of candidates and another vote shall be held, and so on until a candidate is duly elected. If there is only one candidate for a Director position and they do not receive a majority of votes of Members present and voting, the seat will remain open and will be filled at a future Meeting set for such a purpose. There shall be no less than three (3) and no more than twelve (12) Directors on the Board at any time.

5.5.3 Terms

Commencing with the first Annual Meeting of the Members following the adoption of these Bylaws, the Directors of the Corporation elected at each Annual Meeting shall hold office from September 1 until August 31 following such Annual Meeting, or until their successors are duly elected and qualified.

5.5.4 Resignation

A Director may resign at any time upon delivery of written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.

5.5.5 Removal

A Director may be removed at any time with or without cause by the affirmative vote of three-quarters (3/4) of Directors then in office, at a special meeting of the Directors duly called to consider such removal.

5.5.6 Vacancies

Any vacancy resulting from the death, disability, resignation, or removal of a Director may be filled by the Members or the Board of Directors at a special meeting of the Members or Directors duly called to consider the filling of such vacancy. Any Director so elected shall be subject to reelection at the next Annual Meeting of the Members.

5.6 Meetings

5.6.1 Location

Meetings of the Board of Directors may be held within or without the State of Connecticut as set forth in any notice of meeting.

5.6.2 Attendance

Attendance is required at all regular meetings. The only excused absences are for when a Director is busy conducting other business of The Corporation, or involved in a production/rehearsal of The Corporation. Illness, other non-Corporation commitments, and no-shows will be considered unexcused absences. Within the calendar year term of each Director, three unexcused absences are permitted. If a Director has more than three unexcused absences at regular meetings during their term, the Board of Directors reserves the right to remove that Board member pursuant to section 5.5.5.

5.6.3 Regular Meetings

The Regular Meetings of the Board of Directors shall be held at such times as the Board of Directors shall determine. Written notice of the date, time, and place of each Regular Meeting shall be delivered to each Director at least five (5) days prior to such Regular Meeting.

5.6.4 Special Meetings

Special meetings of the Board of Directors may be called by the President or by a majority of the Directors then serving. Written notice of the date, time, place, and purpose of each Special Meeting shall be delivered to all Directors.

5.6.5 Notice and Waiver of Notice

Unless otherwise specified in the Bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the Board of Directors may be waived by any or all of the persons entitled to notice. A Director may waive notice by filing a written waiver with the Secretary before, at, or after such meeting. A Director is also deemed to have waived notice of a meeting that the Director attends or in which the Director participates, unless the Director objects to the holding of the meeting at the beginning of the meeting or promptly upon arrival, and does not thereafter vote for or assent to action taken at the meeting.

5.7 Transaction of Business

5.7.1 Quorum

Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a $\frac{3}{4}$ majority of the Directors in office. A Director may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating Directors to hear one another simultaneously and such participation shall constitute presence in person.

5.7.2 Voting

Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

5.7.3 Action Without a Meeting

The Board of Directors may act without a meeting by the unanimous written consent of all Directors. Voting in writing constitutes consent. Unanimous written consents shall be filed in the minute book of the Corporation.

5.8 Approval of Spending by the Board

A budget for each Director and/or Committee will be submitted by the Director and approved by the Board of Directors annually at a meeting specified for that purpose. Once the Annual Budget is approved, spending within that budget will be at the discretion of the Director. With the exception of approved budgets, any expenditure of more than three hundred dollars (\$300.00) shall not be incurred at any time, without the prior approval of the Board of Directors.

5.9 Compensation

All decisions concerning compensation to individuals serving as Directors shall be governed also by the Article of these Bylaws entitled "Conflicts of Interest."

5.9.1 Fixing Compensation

No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine. The Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

5.9.2 Compensation for Non-Director Services

Upon approval of the Board of Directors, Directors may be compensated for services provided to the Corporation in a capacity other than as a Director of the Corporation.

ARTICLE VI - COMMITTEES

6.1 Authority

The Corporation may act through Committees of the Board of Directors, subject to the Section of this Article entitled "Limitations on Powers." Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time.

6.2 Appointment

Committees shall be created, and Committee members appointed, by a member of the Board of Directors; vacancies on Committees shall be filled with an appointee that is chosen or approved by the Board of Directors. Each Committee with power to act for the Board shall have at least one Committee member who is a Director. All committee members are subject to approval by the Board of Directors.

6.3 Limitations on Powers

Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- a) Fill vacancies on the Board of Directors;
- b) Amend the Certificate of Incorporation;
- c) Adopt, amend, or repeal the Bylaws;
- d) Approve a plan of merger or approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property; or
- e) Approve a proposal to dissolve the Corporation.

6.4 Meetings and Transaction of Business

Committees shall have the same requirements for Meetings and the Transaction of Business as those set forth in the Articles of these Bylaws entitled "Directors" and "Conflicts of Interest" with respect to the conduct of business by the Board of Directors, except that Committees shall not be required to hold annual meetings.

ARTICLE VII – FINANCE

The fiscal year of the Corporation shall begin on the first day of September in each year.

ARTICLE VIII – AMENDMENTS

These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors, duly called for such purpose, at which a quorum is present, by the affirmative vote of a two-thirds (2/3) majority of the Directors present and voting thereon, or alternatively, at any meeting of the Members, duly called for such purpose, at which a quorum is present, by the affirmative vote of a majority of the Members present and voting thereon; provided, however, that to the extent that any provision of these Bylaws is inconsistent with the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify, and advance expenses to, its Directors and agents to the maximum extent permitted by the Act. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance, or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

ARTICLE X – CONFLICTS OF INTEREST

10.1 Compliance

No Director may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 to 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate

policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

10.2 Disclosure

Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

10.3 Recusal

No Director shall discuss or vote on any matter in which he or she has or may have a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

10.4 "Conflict of Interest"

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other "disqualified person"—including a person or entity related to or controlled by the Director, or otherwise as defined in relevant state or federal law. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Directors, other than the affected Director, present and voting at a meeting of the Directors at which such matter is being considered.