

# **Singers Performers Actors Repertory Ensemble Productions, Incorporated**

## **Bylaws**

### **ARTICLE I**

#### **Name**

The organization shall be known as Singers Performers Actors Repertory Ensemble Productions, Incorporated, hereinafter referred to as SPARE or SPARE Productions.

### **ARTICLE II**

#### **Purpose**

SPARE Productions shall produce quality dramatic theatre, musical theatre, and concerts in the Binghamton, New York region. The lawful public or quasi-public objective which the organization's business purposes will achieve is to provide the Binghamton, New York region with enjoyable entertainment.

### **ARTICLE III**

#### **Members of the Organization**

SECTION 1. GENERAL MEMBERSHIP. Any person who has ever participated without monetary compensation in a SPARE show that had full open auditions shall be considered a member of SPARE for life. Participation is defined as completion of the task or tasks for which an individual originally volunteered for a production.

A. Charter Members. Charter members shall be members of the company who have been members of the company since its founding. Their charter status shall confer no additional rights upon them. A non-amendable list of the company's charter members shall be found in the company's Standard Operating Procedures.

B. Removal. Any general member of SPARE may be removed by a two-thirds (2/3) vote of the Board of Directors. All members shall have the right to a hearing before the Board's vote on whether or not to remove them from the company. Legitimate causes for removal shall include, but shall not be limited to:

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- Breaking the law, especially while involved in a SPARE production or function;
- Representing SPARE in a negative light;
- Being under the influence of alcohol or illicit drugs while representing SPARE;
- Unprofessional or inappropriate conduct during rehearsals and/or performances.

**SECTION 2. VOTING MEMBERSHIP:** Voting Members shall be any General Member of SPARE Productions with the right to vote on issues presented to the Membership.

A. Qualifications. Voting Members of SPARE Productions must meet the following qualifications. They

- Must be General Members of SPARE Productions, and;
- Must be sixteen years of age, or older, and;
- Must meet one or more of the following qualifications:
  - Have participated without monetary compensation in at least two SPARE productions with full open auditions within the last calendar year, or in the two previous SPARE productions, whichever is a longer period of time;
  - Have participated without monetary compensation in at least one SPARE production with full open auditions in the past calendar year, or in one of the two previous SPARE productions, whichever is a longer period of time; and have volunteered for twenty-five (25) percent of SPARE's volunteer-eligible fundraisers in the past calendar year, or in the last season in which SPARE held volunteer-eligible fundraisers;
  - Have volunteered for fifty (50) percent of the company's volunteer-eligible fundraisers within the last calendar year, or in the last season in which SPARE held volunteer-eligible fundraisers.

B. Duties. The Voting Membership of SPARE Productions shall have the following duties to the organization. Any duties not specifically reserved for the Voting Membership shall be given to the Board of Directors.

- The election of the Board of Directors;
- The reviewing of amendments to these Bylaws, upon their passage by the Board of Directors;
- The reviewing of proposals to the Voting Membership by the Board of Directors.

C. Authorities. The Voting Membership of SPARE Productions shall have the following authorities. Any authorities not specifically reserved for the Voting Membership shall be given to the Board of Directors.

- The passage or denial of amendments to these Bylaws, upon their passage by the Board of Directors;
- The passage or denial of proposals made to the Voting Membership by the Board of Directors;
- The recall of the Board of Directors, or members thereof, with a three-fourths (3/4) majority vote;

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- The calling of a General Meeting, Voting or Informational, with a three-fourths (3/4) electronic vote, overriding a Board of Directors decision.

**SECTION 3. NON-VOTING MEMBERSHIP.** Non-voting members of the corporation shall be members who do not meet the qualifications to be voting members of the corporation. They shall have no duties, and their only authorities in the organization shall be the authority to sit on standing committees and to be long-term volunteers in the organization.

**SECTION 4. MEETINGS OF THE GENERAL MEMBERSHIP.** General Membership meetings are open to all members of the organization, voting or otherwise. General Membership meetings may be held in person, using electronic means (such as video or conference telephone call) or some combination of the two.

**A. Information Meetings.** Information meetings of the General Membership shall be held as deemed necessary by the Board of Directors and/or as requested by the company's membership.

**B. Voting Meetings.** An annual meeting shall be held every August for the purpose of Board of Directors elections, and others shall be held during the year as deemed necessary.

**I. Quorum.** A quorum for voting meetings shall be defined as twenty-five (25) percent of the voting membership of the organization. At least half of the Board of Directors must be present at all voting meetings to constitute a quorum, regardless of the number of Voting Members present.

**II. Vote Required for Action by the Voting Membership.** No action may be taken by the Voting Membership without the consent of at least a majority of those Voting Members present at the meeting.

**SECTION 5. CONFLICTS OF INTEREST.** No person with a direct or indirect financial interest in a given decision shall be permitted to vote in that decision, regardless of the body making that decision.

## **ARTICLE IV**

### **Board of Directors**

**SECTION 1. DUTIES AND AUTHORITIES.** The membership of SPARE Productions shall vest executive authority with a Board of Directors.

**A. Duties.** The Board of Directors shall have the following specific responsibilities:

- Selecting the show(s) for the current season;
- Choosing a venue for each production;

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- Choosing the Production Team and Creative Team for each show, as detailed later in this document;
- Scheduling meetings of both the General Membership and the Board of Directors;
- Acting as the organization's financial overseer;
- Carrying out the duties of any officers or production staff not appointed or elected;
- Electing the officers of the Board of Directors, as detailed later in this document;
- Approving the season's budget;
- Approving funds for items not included in the budget;
- Approving, at the end of the fiscal year, an audited, final statement of finances;
- Reviewing, at the request of a member, the continued membership of a person or persons considered destructive to the goals of the organization, as detailed elsewhere in this document;
- Maintaining the organization's records, including, but not limited to, these Bylaws and a history of amendments thereof;
- Ensuring that at least one member of the Board of Directors is present at all official SPARE Productions functions;
- Ensuring agendas for each Board of Directors and General Membership meeting are distributed to the corporation at least two full days before that meeting;
- Ensuring minutes from each Board of Directors and General Membership meeting accurately represent the proceedings at that meeting and that those minutes are distributed to the corporation in a timely fashion.

B. Authorities. The Board of Directors shall have the following specific authorities, which they may use when deemed necessary. In addition, they shall have other authorities as deemed reasonable.

- Contracting for specific limited-duration positions, such as orchestra members for each production;
- Decision of whether or not to charge admission at each production;
- Appointment of additional members of the Production and Creative Teams than those outlined in this document;
- The sending of various topics to committees for study, and the appointing of Board and General members to those committees.

SECTION 2. MEMBERS OF THE BOARD OF DIRECTORS. The Board of Directors shall be comprised of eight (8) people selected from and by the Voting Membership of the organization.

A. Election. The Board of Directors shall be elected from and by the Voting Membership of SPARE Productions at the annual August meeting. All members of the Board of Directors must be at least eighteen years of age and must be Voting Members of the corporation at the time of their election.

I. Terms. The Board of Directors shall be elected for two (2)-year terms. One-half (1/2) of the Board shall be elected in even-numbered years, and one-half (1/2) shall be elected

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in odd-numbered years. In the first election, the half of the Board that will normally be elected in even-numbered years will be determined by random selection.

B. Temporary Board Members: If a seat on the Board goes unfilled for two months, Voting Members of the age of sixteen (16) or older shall be allowed to temporarily fill the vacant position until the Board can find a replacement of eighteen (18) years of age or older, or until the seat is up for election, whichever comes first. However, they will not be allowed to hold an officer position.

C. Removal. Board members may resign, or in times of emergency need or inappropriate conduct, the Board may remove one of its own.

I. Resignation. A member of the Board of Directors may resign from the aforementioned Board by giving written notice of such resignation to both the President and Secretary of the Board. In order for the President to resign, he or she must inform the entire Board of Directors.

II. Involuntary Removal. A Board member may be removed against his or her will after a single warning by both unanimous decision of the rest of the Board and by two-thirds vote of the Voting Membership. All Board members shall have the right to a hearing before being removed from the Board of Directors. Reasons considered legitimate for a Board member's removal shall be but are not limited to:

- Missing two or more consecutive regularly-scheduled Board meetings without proper notification and/or reason as determined by the Board;
- Insubordination of Board authority;
- Taking action on the part of the organization without the Board's prior approval;
- Exceptional neglect of duties, as determined by the Board;
- Any reason considered legitimate for a general member's removal from the organization.

III. Vacancies. In the event of a vacancy on the Board of Directors, the Board shall appoint an eligible member to fill the vacancy until the next scheduled elections.

D. Officers. The Board of Directors shall select its own officers, as described below. All officers must train their successors and ensure they have all of the appropriate documents.

I. President. The President of the Board of Directors shall preside over all meetings of both the Board of Directors and the General Membership. The President shall be the official representative of, and spokesman for, SPARE Productions. The President, or acting President, shall not vote, except in the event of a tie.

II. Vice President. The Vice President of the Board of Directors shall assume all duties of the President in the President's absence.

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III. Secretary. The Secretary shall keep official records of all Board or General Membership meetings. The Secretary shall handle all official correspondence, electronic or otherwise, for SPARE Productions. The Secretary shall, in consultation with the President, prepare an agenda for each Board or General Membership meeting, and distribute the agenda to all attending members at least two days before said meeting. The Secretary shall be responsible for maintaining all records, both historical and current. In the absence of the President and Vice President, the Secretary shall assume the duties of both.

IV. Treasurer. The Treasurer shall oversee the financial aspects of the organization. The Treasurer shall prepare, in consultation with the Producer and the rest of the Board of Directors, a budget for each production, as well as planning a yearly budget. The Treasurer shall maintain records using generally accepted accounting principles. The Treasurer shall prepare yearly financial statements and, in consultation with each show's Producer, a financial statement for each production and shall present these statements to the Board of Directors in a timely fashion. The Treasurer shall not be permitted to be Chairperson of any Committee dealing directly with the spending or solicitation of money. The Treasurer is responsible for obtaining and keeping a record of all receipts, both historical and current. The Treasurer shall file all required regular financial filings for the company. In the absence of the President, Vice President, and Secretary, the Treasurer shall assume their duties.

E. Full Board. The Full Board of SPARE Productions shall be defined as the number of seats currently filled on the Board of Directors at a given time.

SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS. The Board of Directors shall meet regularly to discuss and decide items regarding the organization's future and operation. The President shall preside over all meetings of the Board of Directors.

A. Regular Meetings. The Board of Directors shall hold regular meetings monthly. These meetings may be held in person, via electronic means (such as video or conference telephone call), or some combination of the two. Notice of a meeting shall be given at least two days prior to the date of the meeting.

B. Emergency Meetings. In the event of an emergency within the organization, the Board of Directors may call an emergency meeting. Emergency meetings must be called at the request of at least two members of the Board.

C. Quorum. A quorum at meetings of the Board of Directors shall be defined as more than one-half of the aforementioned Board.

D. Vote Required for Action by the Board of Directors. No action may be taken by the Board without the consent of at least a majority of those Board members present at the meeting.

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SECTION 4. COMMITTEES. The Board of Directors may appoint committees to study various subjects as needed by the organization.

A. Composition. All committees shall have at least three members; at least one member of each committee shall be a member of the Board of Directors. The Board may appoint Voting and General Members to a committee, provided that at least one member of the Board is on the committee.

I. Chairpersonship. Whichever Board member is on a committee shall be responsible to act as Chairperson and to keep the Board informed on the progress of the committee during regular meetings of the Board. If there is more than one Board member on a committee, the committee shall choose one of the Board members on it as the chairperson.

B. Authorities. Committees are appointed only to study subjects for the organization. They may recommend courses of action to the Board of Directors, but no committee may bind the organization.

C. Meetings. Committees shall meet as often as deemed necessary by committee members to meet the demands and requests of the Board of Directors, provided that they meet at least once per month. Meetings may be conducted either in person, via electronic means (such as video or conference telephone call), or some combination of the two.

D. Types. SPARE shall have four types of committees: standing committees of the Board, standing committees of the organization, special committees of the Board, and special committees of the organization.

I. Standing Committees of the Board. The Board may appoint standing committees of certain of its own members to study continuous subjects for the organization. The Board may change the membership of these committees without changing their intent or work.

II. Standing Committees of the Organization. The Board may appoint standing committees of membership consisting of certain of its own members and certain of SPARE's General and Voting Members to study continuous subjects for the organization. The Board may change the membership of these committees without changing their intent or work.

III. Special Committees of the Board. The Board may appoint special committees of certain of its own members to study subjects for the organization with deadlines for the completion of their work. Changing the membership of special committees may change their intent or work.

IV. Special Committees of the Organization. The Board may appoint special committees of certain of its own members and certain of SPARE's General and Voting Members to study subjects for the organization with deadlines for the completion of their work. Changing the membership of special committees may change their intent or work.

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E. Subcommittees. The Board of Directors may appoint subcommittees to any active committees as it deems necessary.

F. Reports. Committees charged with producing a final report shall present it at a regularly scheduled meeting of the Board of Directors. All committees must report regularly to the Board of Directors about the progress of their work.

G. Performance Reviews. The Board of Directors shall conduct yearly performance reviews of all active committees, standing and special, and their members each year at the first Board meeting following the Board's election. Following these reviews, the Board may effect changes to committees as deemed necessary.

SECTION 5. LONG-TERM VOLUNTEER POSITIONS. The Board of Directors shall have the authority to fill certain long-term volunteer positions. The individuals occupying these positions shall be subject to yearly performance reviews by the Board of Directors that may result in their replacement. A list of these positions and details regarding the duties of each one shall be found in the company's Standard Operating Procedures.

## ARTICLE V

### Production and Creative Teams

SECTION 1. PRODUCTION TEAM. SPARE Productions shall vest authority over each production in a Production Team. Production Teams are specific to each show; members may not continue from show to show without being reselected.

A. Selection. The Production Team shall be selected, with enough advance time for proper planning, prior to each production by the Board of Directors.

B. General Duties. The Production Team shall be responsible for overseeing all aspects of the production for which they are appointed. They must work with the Board of Directors and the Creative Team to ensure the production goes smoothly.

C. Members. Members of a show's Production Team can be any person, whether a Board Member, Voting Member, Non-Voting Member, or Non-Member. (Note that any Non-Member selected for the Production Team shall become a Member of SPARE Productions immediately upon their acceptance of the position unless he or she is being monetarily compensated for the appointment, in which case he or she shall remain a Non-Member.) Members of the Production Team may be appointed to multiple positions.

I. Required Positions. The following are positions are required to be filled for every production, except as detailed in each case.

- Producer. The Producer shall coordinate and supervise the various aspects of the production of the show for which he or she is appointed. The Producer shall



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secure performance rights for the production in which he or she is responsible. The Producer is directly responsible to the Board of Directors, and as such must attend and present a report at all regular Board meetings for the duration of for the duration of his or her appointment. Together with the Board, and specifically the Treasurer, the Producer shall draw up a budget for the production for which he or she is appointed, and shall be responsible for maintaining that budget. The Producer has authority over all aspects of the production for which he or she is appointed, but the Board of Directors may overrule him or her.

The Producer may be a member of the Board of Directors, excluding the President and Treasurer unless overridden on a show-by-show basis by a specific unanimous vote of the Board of Directors, as well as a member of the Creative Team.

Unless specifically approved by the Board of Directors, the Producer cannot act in any show for which he or she is appointed Producer.

If the Board of Directors cannot find a suitable candidate to be Producer, they shall appoint a six-member Production Committee, including two Board-designated co-Chairpersons, to take the place of the Producer. The Production Committee shall replace only the Producer; other positions on the Production Team may still be filled at the Board's discretion.

II. Non-Required Positions. Other positions on the Production Team may be filled at the discretion of the Board of Directors. These positions shall be detailed in the Standard Operating Procedures and have authority over and responsibility for the areas detailed therein.

III. Assistants. All members of the Production Team shall have the authority to appoint assistants as necessary.

SECTION 2. CREATIVE TEAM. SPARE Productions shall vest creative authority over each production in a Creative Team. Creative Teams are specific to each show; members may not continue from show to show without being reselected.

A. Selection. The Creative Team shall be selected, with enough advance time for proper planning, prior to each production by the Board of Directors.

B. General Duties. The Creative Team shall be responsible for overseeing all creative aspects of the production for which they are appointed. They must work with the Board of Directors and the Production Team to ensure the production goes smoothly.

C. Members. Members of a show's Creative Team can be any person, whether a Board Member, Voting Member, Non-Voting Member, or Non-Member. (Note that any Non-Member selected for the Production Team shall become a Member of SPARE Productions immediately upon their acceptance of the position unless he or she is being

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monetarily compensated for the appointment, in which case he or she shall remain a Non-Member.) Members of the Creative Team may be appointed to multiple positions.

I. Required Positions. The following are positions are required to be filled for every production, except as detailed in each case.

- Director. The Director is primarily responsible for the staging of the production for which he or she is appointed. He or she must work with the Producer, the Board of Directors, and others as necessary, to coordinate the staging and overall artistic vision of the production for which he or she is appointed. The Director must attend and present a report at all regular meetings of the Board of Directors for the duration of his or her appointment.

The Director may not act in the production for which he or she is appointed.

If the Board of Directors cannot find a suitable candidate to be Director, they shall appoint a three-person Direction Committee, with one Board-designated Chairperson. The Direction Committee shall replace only the Director; other positions on the Creative Team may still be filled at the Board's discretion.

II. Non-Required Positions. Other positions on the Creative Team may be filled at the discretion of the Board of Directors. These positions shall be detailed in the Standard Operating Procedures and have authority over and responsibility for the areas detailed therein.

III. Assistants. All members of the Creative Team shall have the authority to appoint assistants as necessary.

## ARTICLE VI

### Fiscal

SECTION 1. FISCAL YEAR. The fiscal year of SPARE Productions shall be from October 1 to September 30.

SECTION 2. BUDGET. The annual budget of SPARE Productions shall be drawn up by the Treasurer and submitted to the Board of Directors for revision and approval by the date specified in the Standard Operating Procedures. This budget shall be completed and approved by the Board of Directors by the start of the company's fiscal year and shall include overall budgets for all productions in the specified fiscal year. In addition, each show's Producer shall work with the Treasurer to create a specific budget for his or her production.

SECTION 3. FINANCIAL STATEMENTS. At the conclusion of each production, the Producer of that show shall present to the Board a financial statement for the production. At the conclusion

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of the fiscal year, the Treasurer shall present to the Board for approval an overall financial statement for the year. This statement shall be presented on or before October 31.

SECTION 4. ACCOUNTS. SPARE Productions shall maintain at least two bank accounts: one checking and one savings. The Treasurer shall be the only person eligible to sign non-production related checks whose value is under five-hundred (500) United States Dollars; all non-show related checks whose value is over five-hundred (500) United States Dollars must also be signed by the President. In the event that either the President or the Treasurer is unavailable to sign a check within a twenty-four (24) hour period, the Vice President may sign in his or her place with the missing officer's electronic approval. Each show's Producer shall have the authority to make purchases approved by the Board of Directors and made for his or her production, but not to sign checks on behalf of the company. Other accounts may be authorized by the Board of Directors as deemed necessary. Accounts with various suppliers may also be set up by the Board of Directors as deemed necessary.

## **ARTICLE VII**

### **Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Amendments**

SECTION 1. STANDARD AMENDMENTS. Amendments to these Bylaws shall be submitted to the Board of Directors in writing by a Voting Member or Voting Members. If approved by two-thirds (2/3) of the Board of Directors, a two-thirds (2/3) majority vote at a General Meeting shall effect the change or changes. If only approved by a simple majority of the Board, a three-fourths (3/4) majority vote at a General Meeting shall be required to effect the change or changes. If the Board does not approve the proposed change or changes with a simple majority, the proposed change or changes will not be voted on by the General Membership and thus will not take effect.

SECTION 2. TRIAL PERIOD AMENDMENTS. Following the first production under these Bylaws, the organization shall hold a Voting Meeting to review this document and amend it

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where necessary. At this meeting, only a simple majority of the Voting Membership will be required to effect any proposed change or changes.

*Bylaws authored by Meg Cavanagh and Brian Ives on July 31, 2012, to be submitted for approval at the first General Membership Meeting of SPARE Productions on August 4, 2012.*

*Bylaws adopted after revision at the first General Membership Meeting of SPARE Productions, 7:49 PM, August 4, 2012.*

*Bylaws amended following the first production under them, Post Prom: A Cabaret, on March 23, 2013.*

*Bylaws amended by the General Membership at the 2013 Annual Meeting on August 4, 2013.*

*Bylaws amended and re-approved by the General Membership at a Voting Meeting on May 23, 2014, following the company's official incorporation as a Type C Not-For-Profit Corporation in New York State on April 25, 2014.*

*Bylaws amended by the General Membership at the 2014 Annual Meeting on August 3, 2014, to bring SPARE Productions into compliance with the New York State Nonprofit Revitalization Act of 2013, which took effect on July 1, 2014.*

*Bylaws amended by the General Membership at the 2015 Annual Meeting on August 15, 2015.*