

**BYLAWS  
OF  
THE OPERA HOUSE PLAYERS, INC.  
(formerly St. Martha Players, Inc.)**

**Amended and Restated as of July 1, 2021**

**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, a copy of which is attached as an appendix to these Bylaws.

**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 – MEMEBERS**

**4.1 Admission, Withdrawal, and Expulsion.** Any individual or organization 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 Revised Connecticut Nonstock Corporations Act. A Member may withdraw at any time by giving notice thereof to the Secretary of the Corporation. A Member's membership shall automatically terminate if such Member fails to pay dues for 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 annual dues payable to the Corporation by the Members, which 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. For purposes of this Section only, Members shall be those persons listed as Members on the books of the Corporation thirty (30) days prior to 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 schedule of major 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 upon written application to the Secretary of the holders of at least five (5) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. 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.

**4.3.4 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 Members may be waived by any or all of the persons entitled to notice. A Member may waive notice by filing a written waiver filed with the Secretary before, at, or after such meeting. A Member is also deemed to have waived notice of a meeting that the Member attends or in which the Member participates, unless the Member at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at 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.

**4.4.3 Action Without a Meeting.** The Members may act without a meeting by the unanimous written consent of all Members. Unanimous written consents shall be filed in the minute book of the Corporation.

**4.4.4 Action by Written Ballot in Lieu of Meeting.** Where Directors or Officers are to be elected by the Members or any other action is to be voted upon by the Members, such elections may be conducted and such actions voted upon by mail provided that the same period for which notice would otherwise be required for a meeting is provided for the return of ballots and provided that the quorum requirement is met by the casting of sufficient votes as would constitute a quorum were those voting present at a meeting. The vote shall be determined from the total number of Members who actually vote by mail.

## **ARTICLE V – DIRECTORS**

**51 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 Connecticut Revised Nonstock Corporation Act, as amended, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”).

**52 Positions.** The Members shall annually elect, a President, Vice President, a Treasurer, a Secretary, a Facilities Manager, a Public Relations Manager, a Volunteer/Diversity Recruitment Manager, a Development/Fundraising Manager, an Information Technology 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 duly called for such purpose, elect any other Directors which they deem expedient or necessary. The duties of the Directors shall be imposed as such by these Bylaws and from time to time prescribed by the Directors. All Directors shall serve in such capacity and at the pleasure of the Members without prejudice to any other contractual relationship they may have with the Corporation.

**53 Board Duties.** Responsible for the strategic 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 may serve on a committee(s).

**5.3.1 President.** The President shall be responsible for the day-to-day operations of the Corporation; and shall preside over all other Officers. In addition to the foregoing, the President shall preside at all meetings of the Members and at all meetings of the Directors; shall be the primary public spokesperson of the Corporation; shall oversee relations between the Corporation and any third-parties or governmental authorities; shall serve as liaison between the Directors and Members; shall 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; and shall 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 day-to-day operations of the Corporation; shall preside at meetings in the absence of the President; and shall 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; shall supervise the receipt and custody of the Corporation's funds; shall pay the necessary and reimburse reasonably-incurred expenses of the Corporation and the Directors; shall 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; shall 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 shall have such other powers and perform such other duties as

may be assigned by the Board of Directors or the President.

**534 Secretary.** The Secretary shall maintain a current membership list; shall post notice of all Board and committee meetings; shall keep the minutes of all such meetings, shall have charge of the Corporation's seal; shall authenticate the Corporation's records; shall maintain all records pertaining to the organization, both physical and electronic; shall update and maintain all usernames and passwords for all accounts; shall receive all nominations for annual elections; shall maintain the master calendar for the organization; shall record attendance at each meeting; shall perform, in general, all the duties incident to the office; and shall have such other powers and perform such other duties as may be assigned by the Board of Directors or the President.

**535 Facilities Manager.** Shall manage all day-to-day operations and maintenance of the building and grounds; shall act as the liaison between the organization and all building contractors; shall maintain the inventory of all supplies for the building; shall maintain and update codes for door lock and alarm; shall be responsible for scheduling all necessary inspections and service visits; and shall be responsible for scheduling all repairs when necessary. Shall create and maintain a budget for facilities.

**536 Public Relations Manager.** Shall manage, with the help of a committee, all activities related to publicity, marketing, and community outreach including but not limited to website, social media, email blasts, press releases, and advertising. Is the primary contact for all media – print, television, and radio. Shall create and maintain a budget for publicity and marketing.

**537 Volunteer/Diversity Recruitment Manager.** Shall manage, with the help of a committee, the recruitment, organization, and placement of volunteers with specific efforts to include a diverse body of membership. Shall create and maintain a database of all volunteers; shall work with the committee leads and Executive Producer to identify the volunteer needs of each group; and shall identify the skills of each volunteer and place them with the right group. Shall create and maintain a volunteer/diversity recruiting budget.

**538 Development/Fundraising Manager.** Shall serve as lead fundraising coordinator; Shall manage, with the help of a committee, all fundraising efforts to cover operational costs including but not limited to: program ad sales, grants, e-commerce through website, chair campaign, 50/50 raffle, sponsorships, and tracking and managing the thank you letters. Shall manage one-off events, such as trivia nights, through coordination with the organizational calendar. Shall create and maintain a budget for operational fundraising.

**539 Information Technology Manager.** Shall be responsible for the day-to-day operations of the Corporation as they relate to information technology needs, including the overseeing of the overall IT structure of the Corporation; shall set the IT objectives and strategies of the Corporation to streamline and optimize strategic benefits; shall purchase IT equipment and software for the Corporation as required; shall establish and maintain partnerships with IT providers when required; analyze values, risks, and advancements of and for IT equipment and software to the Board of Directors and make recommendations as needed; shall create and maintain a budget for all IT related items and needs.

**53.10 Executive Producer.** Shall assume primary responsibility for, and shall oversee, the selection and scheduling of all mainstage productions, auditions, rehearsals, performances, exhibitions, and other public events, and the selection and supervision of

personnel and parts for each mainstage production; shall be responsible for the hiring of all directors, music directors, designers, stage managers, and other staff necessary for each season's production; and shall oversee the show selection for each season. Shall assist in maintaining an organizational calendar of events; works with artistic committee to assist with planning and execution of all events, to include but not limited to: Box Office, Technical Director, and Contracts Manager; Shall create and maintains the production budget for the season.

**54 Agents and Attorneys.** The Board of Directors may appoint 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.

**55 Service on Board of Directors.**

**55.1 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 in at least two (2) productions during the thirty-six (36) month period immediately preceding the meeting to elect, or served in a substantial capacity on a committee, and whose nomination receives the approval from a majority of the Board. For purposes of this section, assisting The Corporation in a substantial capacity in a production is defined as any one of the following: acting, directing, choreography, constructing and building sets, running and operating the sound system, running and operating the lighting system, managing the stage, leading a publicity campaign, managing advertisement sales, managing ticket sales, managing the web site, managing the program design and production, managing mailings, or managing the 50/50 raffle. Should there be any question regarding the satisfaction of these requirements, they shall be decided by a majority of the Directors present at any meeting that which the individual in question may be elected an Officer.

**55.2 Nomination and Election.** Nomination of Members to replace Directors on the Board whose terms expire, or to add new Directors, must be submitted to the Secretary in writing no later than the Board meeting 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 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 ten (10) Directors on the Board at any time.

**55.3 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 of year following such Annual Meeting, or until their successors are duly elected and qualified.

**55.4 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.

**55.5 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 shall 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. Without exception, 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 calendar year term, the Board of Directors reserves the right to remove that Board member pursuant to section 5.6.5.

**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, and purpose of each Regular Meeting shall be delivered to each Director at least five (5) days prior 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 each Director at least two (2) days prior to such Special Meeting.

**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 filed 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 at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting 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.

**5.73 Action Without a Meeting.** The Board of Directors may act without a meeting by the unanimous written consent of all Directors. 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 Committee will be submitted by the Committee and approved by the 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 Committee. With the exception of approved Committee budgets, any expenditure of more than one hundred dollars (\$100.00) shall not be incurred at any time, without the prior approval of the Board of Directors of the Corporation.

**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.** A member of the Board of Directors shall create a Committee(s) and a member of the Board of Directors shall appoint a Committee Member(s), and vacancies on Committees shall be filled by a member of the Board of Directors. Each Committee with power to act for the Board shall have at least one Committee member who is a Director.

**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 combined Managing Board and Artistic Board, 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 Connecticut Revised Nonstock Corporation Act, as amended. 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 section 4958 of the Internal Revenue Code and/or Section 33-1127 of the Connecticut General Statutes. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of at least two Directors, other than the affected Director, present and voting at a meeting of the Directors at which such matter is being considered.

***SECRETARY CERTIFICATION***

I, Joshua Prouser, President of The Opera House Players, Inc., 100 High Street, Enfield, Connecticut 06082, do hereby certify that these Amended and Restated Bylaws of The Opera House Players, Inc. were duly adopted in accordance with Article VIII.

In witness whereof, I have hereto set my hand as of July 1, 2021.

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Joshua Prouser  
President