

Sudbury Savoyards Member Meeting
Hawes Hall, Sudbury United Methodist Church, 251 Old Sudbury Road, Sudbury, MA
June 12, 2016

Members attending: 31 including board (final number voting 30). Board members attending: Susan Elberger (Chairman), Hershel Clopper (Treasurer), Sue Flint (Secretary), Chris Fanger, Brendon Chetwynd, Karen Powers.

Meeting called to order at 1:32pm. Susan Elberger opened with introductions.

Background: This will be our last meeting in Hawes Hall as it stands now – construction starts next Thursday. Until last year the Savoyards has been an unincorporated organization under the umbrella of the church. About a year ago the church asked for contributions to help with upkeep of the church, then 6 months ago they asked that we become an independent non-profit so that they're not responsible to our insurance or for our bank accounts that they have no access to.

The bylaws proposed today are part of our work to become an independent non-profit and do not refer to the church. As an independent 501(c)3, our bylaws cannot legally say that we'll contribute to UMCOR or that if we dissolve we give assets to the church. We can choose to do these things, we just can't have it in the bylaws. It is a three step process in the current bylaws to change bylaws, we're on the step #3 of asking membership for vote of approval. Chris Fanger, Susan Elberger, Tom Powers, and Brendon Chetwynd have been working on bylaws.

Chris Fanger presented an overview of the substantive changes to the bylaws: Tom Powers wrote a commentary (available on the webpage) on the differences between the current and new bylaws. To incorporate we have to adopt bylaws in compliance with MA laws, so the subcommittee is trying to leave the bylaws as minimal as practical to ensure that they don't need frequent amendment.

Membership is being asked to approve "substantially the form" of the proposed bylaws and associated Articles of Organization and allow for incorporation of amendments proposed today (and minor edits) in the line with the spirit of the members' vote.

Articles/Changes

- I. Name – no change
- II. Mission – new shorter mission: note opening to other playwrights and composers, and opening to performing in other communities; takes out the donations to SUMC (can't put this in the mission). Will still have the flexibility to establish a policy to give to other charity. Q: will board remove the donations from promotional materials. A: need to ask attorney. Comment: Concerned that we don't have donations in the mission statement.
- III. Membership – Original definition is very vague; needed to be more clarification. Now will have dues and membership will be the dues-paying members (in the \$10 – 20 range). Needed to explain how members can be removed. Attorney has developed a lot of knowledge of what bylaws work well for non-profits to efficiently do business. Possible honorary membership or lifetime membership left open. Q: why not make it a stronger requirement and include participation? Open to participation; it has been considered and subcommittee thought there

probably wouldn't be a problem with people with no association buying into membership. A simple dues paying membership is simple. Q: is the assumption that people participating would have to be members? Haven't got anything in the bylaws yet that requires membership to participate now. Trying not to exclude anyone from participation. Maybe put into policies. E.g. MIT G&S definition of membership does this without dues.

Proxy voting: new bylaws puts in the possibility of accepting proxy votes electronically and possibility to act without a meeting. Needs unanimous consent of the members.

- IV. Board of Trustees – originally have 7 Board of Trustees members; new increases number of trustees to nine members and extend length of term to three years and three members up for election each year. Comment: there is more work for the trustees and nine trustees would have more critical mass for the work. Powers are not substantially changed. Eligibility has changed: currently have no requirements for having participated in productions. Susan Elberger gave an explanation of the work of the board; the board runs the company NOT the shows. Work includes: oversight, audit, finance, governance, strategic planning, hiring and managing staff (board staff if paid). Not responsible for programs. This is why the BOT trustees are not required to have participated in shows and we may need people who have other experience (e.g. financial skills) for ongoing functions. Q: Are we going to need an Executive Director? (Answer: no). Concern that we shouldn't need to have to look outside the performers. Membership chooses who is on the BOT, and will hopefully choose wisely to include the range of skills. Concern that BOT can appoint someone to fill a vacancy for the rest of their term, not until the next election. Q: can the BOD hire a full time internal auditor. A: We don't need a full time auditor and we could hire an auditor as needed. Comment: If no one but the board members will take up the program work, then the organization is weak. The board is THE legal fiduciary responsible body from the point-of-view of the state Attorney General.
- V. Officers: Church Liaison is taken out as a board officer because we can't be officially associated with the church. Additional officers can be created by board if needs. Secretary/clerk must be a resident of MA. Q: Why "chairman" rather than Chairperson? Could change to "chair" or "chairperson." Q: What happened to Second Trombone? A: Second Trombone hasn't been a Board officer in a long time, it is a staff position. Q: What is the order of succession. A: Succession is as listed in order (Chairman, Treasurer, Secretary/Clerk). A temporary chairman can be appointed by the Board for a temporary term. Q: why no vice-chair? It would be clearer publically to have someone in the vice-chair position or we're not at a meeting. A: Not currently. After discussion it was suggested that creation of a Vice-chair be brought up as an amendment.
- VI. Conflict of interest – mainly internal
- VII. Liability/ indemnity – mainly internal
- VIII. Miscellaneous (fiscal year, records, etc.)

- IX. Amendments: membership has the right to vote on any amendments to Articles I, II, III or IX by a majority vote. The vote must occur at the member meeting, with 30-day notice to the membership. The Board is allowed to amend other articles by a full majority (5 to approve if we've got a Board of nine) to allow the Board to deal efficiently with Articles relating to the operation of the Board. This was the structure recommended by the attorney. To discuss: proxy voting makes it harder to determine what the majority vote it.
- X. Effective Date

General notes about these changes: The Boards was concerned about the (false) perception that the Board is trying to consolidate power. The Board meetings are open and anyone can attend. We're facing challenges in finding locations for performance, rehearsal, storage. We may have to keep a larger cash reserve to ensure that we can react to changes; we don't intend to discontinue donations. Why not continue as we are: church doesn't want to keep being financially for us. Incorporation will protect us as individuals from being sued. Our current bylaws don't even comply with current law as an unincorporated.

Q: Can we accept donations? A: Yes, if we're approved as a 501(c)3 then we can accept donations and those donations can be tax-exempt. This will allow us to accept potential foundation funding, corporate sponsorship, and matching donations.

Motion: Susan Elberger moved to accept amended bylaws as proposed. Karen Powers seconded.

Clarification of processes: The exact language of the votes asked for today are in the Certificate of Vote (available on the webpage) and reviewed now. We're asking the members to approve bylaws, with any amendments approved today, and associated documents *in substance* and to allow the Board to craft the final language that encompasses the intent of the amendments, and review the final documents with the attorney before they are submitted to the state. BOD will craft the new language to include the amendments proposed today. Request that the amendments be crafted *in substance* and allow BOD to finish.

MOTIONS FOR AMENDMENTS TO THE AMENDED BYLAWS

Motion (Jamie Cobleigh; second Brendon Chetwynd): Amend Article IV Section 5, Vacancies on the Board of Trustee, to say that in the case of a vacancy on the Board, that the Board appoint someone to fill the vacancy **until** the next election at which point that position becomes open for election to fill the remainder of that seat's term. Q: Since members elect a slate of candidates, how do we decide who is getting to fill the "remainder" term and who gets full terms? E.g. would the number of votes influence the length of term filled? A: This should be part of the voting process that the Board should establish. Discussion of the various ways to make the process work and how to make the first election of the newly incorporated organization work in terms of term-length.

Vote: In favor: 31. Opposed: 0. Abstaining: 1. Motion passes.

Motion (Bill Fisher; second Brendon Chetwynd): Amend Article IV Section 3 to require that to be eligible to be elected to the Board the candidate must have participated in a Sudbury Savoyards production in the last two years. Discussion: not participation in a production allows the opportunity to have people with experience beyond our organization. The Board could potentially appoint someone who the

membership doesn't know to fill a temporary term. "Participation" could include having helped the board, advertising, or donating. This might keep out people who haven't participated recently. Suggested substitute motion: to have 2/3s of the board participate in the show (not seconded). Comments: would make election and recruitment very difficult.

Motion reformed (Bill Fisher): Amend Article IV Section 3 to require that to be eligible to be elected to the Board the candidate must have participated (on board, staff, or in a production) in the organization in the last year. Clarification: a candidate must also be a member as part of the bylaws already. Comment: allow the board to figure out the wording/policies and will quantify the "year" in question.

Vote: In favor: 15. Opposed: 16. Abstaining: 0. Motion fails.

Motion (Jamie Cobleigh; second, Brendon): Amend to Article 3 Section 11D and Article 9 to require that Article 4 be amended **only** by a vote of membership. Discussion: The power to change the Board terms etc. should remain with the membership. The concern seems to be that the board abuse its power, but there is a trade-off between potential abuse of authority and flexibility. There may be issues that come up such that the Board needs to be agile enough to respond quickly to amend the organizational articles. The concern is not unfounded, but if five members of the board "go off the rails" then the organization is in trouble and this offered amendment would not prevent the problem. How much of Article 4 are required by law.

Question posed to attorney about the legality of the amendment. Elizabeth Reinhardt (via phone) says the proposal is not statutory requirements. The Articles address the operation of the board and try to keep amending ability to the articles that effect the work of that group. Not legal prohibition, but make it easier to work. Comment: the abuse of power is less of a concern when the board is elected by the membership and we should be encouraging the board. It is the intent of the Board to operate openly and notifying the membership of any amendments to the Bylaws is good practice.

Vote: In favor: 9. Opposed: 19. Abstaining: 0. Motion fails.

Motion (Andrea Roessler; second, Jane Graham): Article 5 Sec 8.5(to be renumbered) be amended to add position of vice-chairman to the officers of the board to function as chairman if the chairman is unable/ to fulfill their duties. Discussion: that any additional duties be defined through policy rather than in the bylaws to allow more flexibility.

Vote: In favor: 28. Opposed: 2. Abstaining: 1. Motion passes.

Reminder of other issues: proxy voting, qualifications of membership, qualifications of board membership.

SEE CERTIFICATE OF VOTE

1. **Motion** (Chris Fanger; second Karen Powers): to amend the Bylaws of the Sudbury Savoyards in substantially the form attached hereto as Exhibit A.

Vote: In favor: 30. Opposed: 0. Abstaining: 0.

2. **Motion** (Bill Fisher, second Brendon Chetwynd): Articles of Organization: to incorporate The Sudbury Savoyards as a Massachusetts charitable nonprofit corporation and authorize the Board of Trustees to adopt Articles of Organization, *as amended above*, in Substantially the forms

attached hereto as Exhibit B. (Note: Continuation Sheet Part IV Section 4B will be fixed to reflect the new language in the bylaws.)

Vote: In favor: 30. Opposed: 0. Abstaining: 0.

3. Motion (Brendon Chetwynd, second Ellen Simmons): To authorize the Board of Trustees to approve and execute all documents in the final form, take all other actions and do any and all things necessary to effect the foregoing votes and obtain IRS recognition of the Sudbury Savoyards as a 501(c)3 tax exempt organization, with the proviso that any material change to the documents approved herein must be returned to the Members for further consideration and approval.

Vote: In favor: 30. Opposed: 0. Abstaining: 0.

Adjourned: 4:08pm