

**CONSTITUTION OF
KIRK PLAYERS**
(an Illinois Not-For-Profit Corporation)
Revised and adopted on July 19, 2019

**ARTICLE 1
NAME**

The name of the corporation is “The Kirk Players” (“Kirk Players”) in recognition of its formation at Kirk of the Lakes United Presbyterian Church of Mundelein.

**ARTICLE 2
STATEMENT OF RESPONSIBILITY**

We perceive that a good community theater must assume certain minimum responsibilities for the purpose of expanding and enriching theatrical activity. These responsibilities fall into three overlapping areas:

1. Responsibility to the theater itself as an organization.
2. Responsibility to the people who work in and for the theater.
3. Responsibility to the larger community which sustains and supports theater.

Therefore, we declare the following goals and objectives as the ideals toward which we will strive in accepting our responsibility to our self, our volunteers, and our audience.

- 2.1. We declare that Kirk Players has a responsibility toward our self as a corporation.
 - 2.1.1 We will be organized efficiently with thoughtful and careful division and description of duties and assignments.
 - 2.1.2 We will be democratic in concept and in practice.
 - 2.1.3 We will work together as a cross-functional team.
 - 2.1.4 We will seek to staff ourselves with the best available talent.
 - 2.1.5 We will encourage the widest possible search of plays of all kinds, considering growth for performers, technical artists, and audience members.
 - 2.1.6 We will adhere to the highest possible production standards, artistically and technically.
 - 2.1.7 We will encourage new playwrights.
 - 2.1.8 We will periodically re-examine our goals and assess our strengths and weaknesses.
 - 2.1.9 We will align with state, regional, and national theater groups in order to strengthen theater.

- 2.2 We declare that Kirk Players has a responsibility toward volunteer citizens who come to work with our corporation.
 - 2.2.1 We will provide opportunities for growth in an atmosphere of tolerance and joy.
 - 2.2.2 We will provide space for individual creativity, innovation, and experimentation in technical and artistic areas.
 - 2.2.3 Our activities will be a blend of avocational, recreational, and educational experiences.
 - 2.2.4 We will exhibit and maintain the highest standards in all areas emphasizing discipline, control, and efficiency.
 - 2.2.5 We will provide opportunities for organized instruction in workshop situations for both artistic and technical areas.
 - 2.2.6 We will emphasize teamwork through practices and policies promulgated through the entire corporation.

- 2.3 We declare Kirk Players has a responsibility toward the community.
 - 2.3.1 We will recognize the makeup of the community which supports us, and the community's desires, tastes, needs, and deficiencies - not to be shaped by the community, but to lead the community to broaden its cultural horizons.
 - 2.3.2 We will provide a Season of well-balanced Productions.
 - 2.3.3 We will produce each Production with the highest standards and in an effective manner with thoughtful consideration given to our audiences.
 - 2.3.4 We will strive to offer educational and technical service beyond our Production schedule based upon the community's needs.
 - 2.3.5 We will work cooperatively with other community organizations to improve and enrich the cultural climate of the community we serve.
 - 2.3.6 We will seek to develop new audiences beyond our original patrons, recognizing various potential theatergoers in children, seniors, and disadvantaged persons.
 - 2.3.7 We will strive to set the highest possible theatrical standards and experiences for the entire community.

Kirk Players does not discriminate on the basis of race, color, religion, national origin, sex, age, marital status, handicap, military status, familial status, or any other class protected by Article 3 of the Illinois Human Rights Act.

ARTICLE 3 PURPOSE

The purposes for which Kirk Players is organized are as follows: The corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including but not limited to the following:

- 3.1 Provide an organized nucleus of activity where theater aficionados can practice their art and serve their community through the gift of their time and energy.

- 3.2 Present Productions of the highest quality that will provide a sense of pride and enjoyment for Members, entertainment for the general public, and further the cause of community theater.
- 3.3 Promote and sponsor community social, cultural, and civic activities related to theater.
- 3.4 Give thanks for our talents by using them to help other humanitarian organizations.

ARTICLE 4 OFFICES

Kirk Players will maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within the State. The registered agent and office are as follows as recorded with the Illinois Secretary of State: Jon Leslie Lynn, 212 Walker Place, Mundelein, Illinois 60060.

ARTICLE 5 DISSOLUTION

All Members of the corporation will be deemed to have expressly consented and agreed that upon such dissolution or winding up the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Directors will be distributed, transferred, conveyed, delivered, and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such eleemosynary institutions receiving the same for such similar or kindred purposes as set forth in the certificate of incorporation and any and all amendments thereto. No such person or persons will be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE 6 DEFINITIONS

Ad Hoc Committee – A committee, other than a Standing Committee, appointed by the Board for a specific reason.

Annual Meeting – A meeting held in September each year for the purpose of electing Board Members and appointing Members to Standing Committees, as well as the transaction of any business that may come before the meeting.

Artistic Development Committee – A Standing Committee whose objective is to organize Official Activities to expand interests and talents in theater.

Board of Directors (the “Board”) – The Board is comprised of seven (7) elected Members with the power and authority conferred upon them by this Constitution and not prohibited by this Constitution.

Communications Committee – A Standing Committee whose objective is to ensure the production and dissemination of content, maintain Kirk Players’ website, and provide communications with Members and audiences.

Constitution – A legally required document for the formation of Kirk Players, an Illinois not-for-profit corporation, that determines the powers and duties that govern Kirk Players and guarantees certain rights to its Members.

Director or **Board Member** – One of the seven (7) elected Members of the Board.

Fiscal Year – The time period from July 1 to June 30.

Hospitality Committee – A Standing Committee whose objective is to ensure Members and their families and friends have opportunities for social interaction through Official Activities.

Manual – An official document of Kirk Players that sets forth guidelines for responsibilities of Board Members and Standing Committees. Revisions to the Manual can be made at any time and are approved by the Board and Members by an affirmative simple majority vote.

Membership Committee – A Standing Committee whose objective is to solicit and encourage interested and qualified persons to become Members and to help encourage Members’ active interest.

Member Expectations – Expectations a Member must complete annually to be designated Active Status as defined by the Member Policy.

Member Status – A designation defined by the Member Policy which is assigned to each individual Member by the Membership Committee annually and is approved by an affirmative simple majority vote of the Board.

Nominating Committee – A Standing Committee whose objective is to select candidates for election to the expiring seats on the Board.

Officer – A position elected by the Board from within the Board that provides leadership to all aspects of Kirk Players.

Official Activity – An event communicated by Kirk Players.

Operations Manual – A document describing in detail the processes and systems a **Board Member** or committee uses to complete their purposes and objectives.

Play Selection Committee – A Standing Committee whose objective is to recommend for Board approval a series of Productions for each Season and any other Productions.

Policy – An official Kirk Players’ document that sets forth the basis for making decisions and course(s) of action relating to a specified matter. Committees can recommend revisions to their

Policies at any time. Policy revisions are approved by an affirmative simple majority vote of the Board and Members.

President – An Officer position elected by the Board whose objective is to provide leadership.

Production – Any performance branded under the Kirk Players’ name.

Properties and Facilities Committee – A Standing Committee whose objective is to oversee the maintenance and storage of all physical properties and negotiate facility arrangements for the corporation.

Proxy – A Member who has been delegated voting power from another Member who is unable to attend the Annual Meeting in order to vote in their absence.

Public Relations Committee – A Standing Committee whose objective is to execute, plan, and implement cost-effective publicity campaigns to create, develop, and implement promotional programs, and to enhance the corporation’s identity.

Quorum – For Member meetings, Quorum will be 25 percent of the voting Members. Quorum for any meeting of the Board will be a simple majority of the Board Members.

Sales Committee – A Standing Committee whose objective is to sell sponsorships and advertisements for Fiscal Year revenue, coordinate ticket sales and any other sales that are deemed appropriate, ensure audience comfort and safety, and maintain sales records.

Season – At least three (3) major stage Productions presented in a manner intended by the author, of the highest possible artistic quality produced for general audiences from September 1 to August 31 each year.

Slate – A group of candidates presented by the Nominating Committee, comprised of Members running for election to the Board. The Nominating Committee will present the Slate annually at the August Member meeting.

Standing Committee – A committee as defined by the Constitution appointed from Active Members by the Board to perform certain essential functions of Kirk Players.

Succession Period - The two (2)-month time period following the end of a Board Member’s Term, wherein said Board Member shadows the newly elected Board Member in order to provide continuity and guidance.

Term – For a Board Member, two (2) years plus the Succession Period, for an Officer, one (1) year, beginning the date of the Annual Meeting when elected and ending at the following Annual Meeting.

Vice President – An Officer position elected by the Board, whose objective is to provide assistance to the President in their absence by providing leadership.

ARTICLE 7
BOARD OF DIRECTORS and OFFICERS

- 7.1 **The Board of Directors (the “Board”).** The management of the corporation is vested in the Board. In addition to the power and authorities conferred upon it by this Constitution, the Board will exercise all judgment not prohibited by this Constitution. The Board will be comprised of seven (7) elected Members to the positions set forth below, whose objectives are:
- 7.1.1 Administrative Director. The objective of this position is to ensure records of Kirk Players are maintained, seek and manage grant applications, and provide administrative support to the Artistic Director.
 - 7.1.2 Artistic Director. The objective of this position is to provide leadership in artistic endeavors of Kirk Players and to develop an artistic vision reflective of the corporation. The Artistic Director will convene and direct the Awards, Play Selection, and Artistic Development Committees.
 - 7.1.3 Communications Director. The objective of this position is to ensure the production and dissemination of content, maintain Kirk Players’ website, and provide communications with Members and audiences. The Communications Director will convene and direct the Communications Committee.
 - 7.1.4 Financial Director. The objective of this position is to ensure financial accountability of Kirk Players is maintained and reported to Members and required agencies. The Financial Director will also oversee the maintenance and storage of all physical properties and negotiate facility arrangements for the Kirk Players. The Financial Director will convene and direct the Properties and Facilities Committee.
 - 7.1.5 Membership Director. The objective of this position is to ensure Kirk Players has Active Members through timely communication, recruitment, accurate Member record-keeping, and promotion of fellowship and hospitality during Official Activities. The Membership Director will convene and direct the Membership Committee and the Hospitality Committee.
 - 7.1.6 Public Relations Director. The objective of this position is to help enhance the corporation’s identity, develop and maintain a strong public awareness of the corporation, and help produce the largest possible audience. The Public Relations Director will convene and direct the Public Relations Committee.
 - 7.1.7 Sales Director. The objective of this position is to ensure the financial health of the corporation continues by coordinating and managing sponsor, advertiser, Season and Production ticket sales and any other sales that are deemed appropriate, ensure audience comfort and safety, and maintain sales records.

- 7.1.8 Vacancies. In the event of a vacancy the Board will assume the duties of the Board Member until a replacement is discussed and appointed by the Board. In the event the Artistic Director's position becomes vacant, the President will convene a Special Meeting of the Board to develop a plan to ensure the Artistic Director's duties are covered and to appoint a replacement. Such plan and appointment will be approved by an affirmative simple majority vote of the Board.
- 7.2 **Officers**. The Board will elect from amongst themselves, subject to an affirmative simple majority vote:
- 7.2.1 President. The objective of this position is to provide leadership and facilitate Board and Member meetings, provide a tie-breaking vote when needed during Annual Meeting elections, and co-sign financial and legal documents.
- 7.2.2 Vice President. The objective of this position is to assist the President during their absence by providing leadership and facilitating Board and Member meetings, provide a tie-breaking vote when needed during Annual Meeting elections, and co-sign financial and legal documents.
- 7.2.3 Vacancies. In the event of a vacancy of an Officer, the Board will elect from its Board Members a President and/or Vice President who will be responsible to the Board and Members.

ARTICLE 8 COMMITTEES

- 8.1 **Standing Committees**. Active Members are annually appointed by the Board to participate on Standing Committees that perform essential functions required to fulfill Kirk Players objectives. The following Standing Committees are utilized for these essential functions:
- 8.1.1 Artistic Development Committee. The objective of the Artistic Development Committee is to organize Official Activities to expand interests and talents in theater. The Artistic Director chairs the Artistic Development Committee and is composed of the Artistic Director and at least four (4) non-Board Members appointed by the Board.
- 8.1.2 Awards Committee. The objective of the Awards Committee is to assess and recommend for Board approval nominations for recognition of excellence and service. The Artistic Director chairs the Awards Committee and is composed of the Artistic Director and at least four (4) non-Board Members appointed by the Board.
- 8.1.3 Communications Committee. The objective of the Communications Committee is to ensure the production and dissemination of content, maintain Kirk Players' website, and provide communications with Members and audiences. The

Communications Committee is chaired by the Communications Director and is composed of the Communications Director and at least four (4) non-Board Members appointed by the Board.

- 8.1.4 Hospitality Committee. The objective of the Hospitality Committee is to ensure Members, their families, and friends, have opportunities for social interaction through Official Activities. The Hospitality Committee is chaired by the Membership Director and is composed of the Membership Director and at least six (6) non-Board Members appointed by the Board.
 - 8.1.5 Membership Committee. The objective of the Membership Committee is to solicit and encourage interested and qualified persons to become Members and to help encourage Members' active interest. The Membership Committee is chaired by the Membership Director and is composed of the Membership Director and at least five (5) non-Board Members appointed by the Board.
 - 8.1.6 Nominating Committee. The objective of the Nominating Committee is to select candidates for election to the expiring seats on the Board. The Nominating Committee is composed of at least three (3) non-Board Members and only one (1) Board Member who is not subject to re-election. No Member will be eligible to serve on the Nominating Committee two (2) years in succession.
 - 8.1.7 Play Selection Committee. The objective of the Play Selection Committee is to recommend for Board approval a series of Productions for each Season and any other Productions. The Play Selection Committee is chaired by the Artistic Director and is composed of the Artistic Director and at least three (3) non-Board Members appointed by the Board.
 - 8.1.8 Properties and Facilities Committee. The objective of the Properties and Facilities Committee is to oversee the maintenance and storage of physical properties and to negotiate facility arrangements for Kirk Players. The Financial Director chairs the Properties and Facilities Committee and is composed of the Financial Director and at least three (3) non-Board Members appointed by the Board.
 - 8.1.9 Public Relations Committee. The objective of the Public Relations Committee is to execute, plan, and implement a cost-effective publicity campaign; to create, develop, and implement promotional programs; and to enhance the corporation's identity. The Public Relations Committee is chaired by the Public Relations Director and is composed of the Public Relations Director and at least four (4) non-Board Members appointed by the Board.
 - 8.1.10 Sales Committee. The objective of the Sales Committee is to sell sponsorships and advertisements for Fiscal Year revenue, coordinate ticket sales and any other sales that are deemed appropriate, ensure audience comfort and safety, and maintain sales records. The Sales Committee is chaired by the Sales Director and is composed of the Sales Director and at least four (4) non-Board Members appointed by the Board.
- 8.2 **Ad-Hoc Committees**. The Board has the authority to appoint Active Members to other special committees for objective(s) they deem necessary ("**Ad-Hoc Committees**"). Ad Hoc Committees will have only the responsibility and authority as designated by the

Board and for the duration of the specific need.

- 8.3 **Vacancies.** Vacancies in any Standing or Ad Hoc Committee will be filled as soon as convenient and in the same manner as the original appointment was made.

ARTICLE 9 MEMBERS

- 9.1 **Members.** Becoming a Member will be open to any person thirteen (13) years of age or older who is interested in theater, supports the goals and objectives of this corporation, meets Member Expectations, and is approved by an affirmative simple majority vote of the Board.
- 9.1.1 Process to Become a Member and Term. The Membership Committee may recommend prospective Members to the Board, who must then be approved by an affirmative simple majority vote of the Board. Members are Members for life unless they voluntarily resign or are terminated by the Board.
- 9.1.2 Member Status. The Membership Committee will recommend to the Board the Status Designation of Members. The Board by an affirmative simple majority vote will approve such recommendations.

ARTICLE 10 MEETINGS

- 10.1 **Annual Meeting.** An Annual Meeting will be held in September each year at a date, place and time designated by the Board. Notice of the time and place of the meeting must be delivered either at an earlier Member meeting, personally to an individual Member, or via email to each Member. The purpose of the Annual Meeting is the election of Board Members as well as the transaction of such business that may come before the meeting.
- 10.2 **Regular Member Meetings.** A regular meeting of Members will be held every month at a date, place and time designated by the Board. The purpose of these meetings is to inform the Members of interim Board actions, promote the active participation of Members, and conduct other such business or social activities of interest to Members in furtherance of the general purposes of this corporation.
- 10.3 **Regular Board of Directors Meetings.** Regular Board meetings are held monthly, within two weeks prior to the regular Member meeting, at a date, place, and time agreed upon by the Board.
- 10.4 **Special Board of Directors Meetings.** Special Meetings of the Board may be convened at the request of the President or at the request of an affirmative simple majority vote of the Board.

- 10.5 **Special Member Meetings.** Special Meetings of Members may be called by the President, an affirmative simple majority vote of the Board, or upon a petition signed by a Quorum of Members. Notice of such meetings will state the date, time, place, and exact purpose for which the meeting is called, and must be given either at an earlier Member meeting, personally to an individual Member, or via email to each Member.
- 10.6 **Quorum.** The Quorum for any Member meeting is 25 percent of the voting Members. The Quorum for any Board meeting is a simple majority of the voting Board Members. If a Quorum is not present one half-hour after the designated meeting time, a simple majority of the Members may adjourn the meeting for a specified time or altogether.

ARTICLE 11 ELECTIONS

- 11.1 **Appointment of Nominating Committee.** At the Member meeting in July the Nominating Committee, appointed by the Board, will be announced.
- 11.2 **Slate.** The Nominating Committee will present the Slate at the Member meeting in August. Nominations from the floor may also be made at this time, but only with the consent of the nominee.
- 11.3 **Elections.** The election of Board Members will be held at the Annual Meeting and approved by an affirmative simple majority vote of all voting Members except for the President. The Nominating Committee will conduct the election by distributing ballots to Members at the Annual Meeting. Upon collection of all the ballots, the Nominating Committee will immediately tally the ballots. The Nominating Committee Chairman will report the results to the President who will announce the results. In the event of a tie, the President will cast the deciding vote.
- 11.4 **Term.** All Board Members elected will take office immediately after the Annual Meeting has concluded and will serve for a two (2)-year Term. Former Board Members are required to shadow their newly elected replacements for a period of two (2) months following the end of their Term ("**Succession Period**"). If the former Board Member is unable to complete the Succession Period, the Board will coordinate to fulfill the Succession Period requirement.

ARTICLE 12 ACTIVITIES

- 12.1 **Season.** Kirk Players will produce at least three (3) major Productions per year as a Season for general audiences. The Season will be presented, insofar as possible, in the manner intended by the author. The Play Reading Committee will present Season recommendations to the Board for their approval by an affirmative simple majority vote.
- 12.2 **Productions.** Kirk Players will be available for special Productions recommended by the

Artistic Development Committee and approved by an affirmative simple majority vote of the Board. Every reasonable effort should be made to accept all worthwhile engagements.

- 12.3 **Official Activities.** Kirk Players will organize and conduct Official Activities as needed to provide a year-round program.

ARTICLE 13 FISCAL YEAR

The Fiscal Year will be from July 1 to June 30.

ARTICLE 14 AMENDMENTS

This Constitution may be altered, amended, or repealed by a recommendation of an affirmative super majority vote (two-thirds) of the Board followed by an affirmative simple majority vote of Members present at any Special Meeting called for that purpose. A written notice of any changes in the Constitution must be sent to each Member as soon as practical.

The Manual and Policies may be altered, amended, or repealed by an affirmative simple majority vote of the Board followed by an affirmative simple majority vote of Members present at any meeting. A written notice of any changes in the Manual and/or Policies must be sent to each Member as soon as practical.

ARTICLE 15 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Member, Board Member, Officer, or employee of or Member of a Standing Committee or person connected with the corporation, or any other private individual, will receive any of the net earnings or pecuniary profit from the operations of the corporation, provided that this will not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as will be fixed by the Board of Directors. No such person or persons will be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE 16 TAXES

Kirk Players will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954. Further, the Kirk Players will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, nor retain any excess business

holdings as defined in section 4943(C) of the Internal Revenue Code of 1954, nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code of 1954, nor make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code of 1954.

ARTICLE 17
PERSONAL LIABILITY

The Directors and Officers of the corporation will not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claims against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, for the payment of any debt, damage, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.