

# Bylaws of Ripple Productions

## ARTICLE 1: Name

The name of the organization is **Ripple Productions**. The Board of Directors shall have the power to designate other names for specific activities and programs as it deems appropriate. The use of **Ripple Productions** incorporates by reference herein the name **The Ripple Productions**, a Tennessee non-profit corporation, chartered by the State of Tennessee and is further identified as a federally tax-exempt 501 (c)(3) organization bearing Employer Identification number 62-1838846.

## ARTICLE 2: Objectives and Purposes: Mission, Vision, and Values

MISSION: Ripple Productions is a theater company that challenges audience to explore the human condition from a Christian point of view.

“Unlike so many, we do not peddle the word of God for profit. On the contrary, in Christ we speak before God with sincerity, like men sent from God.”  
2 Corinthians 2:17

VISION: Using both classic and contemporary work, we strive to deliver thought-provoking events, fellowship, and educational opportunities designed to enrich the community.

VALUES:

**R**elevance **I**ntegrity **P**eople **P**assion **L**oyalty **E**xcellence **S**ervice

“Commit to the Lord whatever you do, and your plans will succeed.”  
Proverbs 16:3

## ARTICLE 3: Board of Directors

### Section 1. Duties and General Powers

Directors will approve policy, recommend changes in by-laws, strategically plan and authorize activities, contribute to the fundraising efforts of the organization, supervise all phases of the organizational work, and otherwise manage and direct the affairs of Ripple Productions.

### Section 2. Composition of the Board of Directors

The number of Board Members will be at least seven and not more than twenty-one. A minimum of four Board Members shall be players, writers, directors, or artisans actively participating in productions of Ripple Productions. Board Members will be active

members of Christian Denominations. An effort will be made to elect Members from various Christian Denominations.

**Section 3. Term of Office**

Each Director shall serve for a term of three years, or until a successor is selected. Initially, approximately one-third of the directors shall serve three-year terms; one-third shall serve two-year terms, and one-third shall serve one-year terms. Terms shall be established so that approximately one-third of the Directors may be elected each year. Directors may serve consecutive terms. Term of office will begin at the annual meeting.

**Section 4. Initial Board**

The initial Board of Directors shall consist of the following people:

Thomas E. Goddard	Brian Johnson
William LaPoint	R. Grady Sapp III
Robert B Tishaw	M Anthony Wear
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**Section 5. Candidates for the Board of Directors**

Candidates for election may be nominated by members of the Board of Directors at any regular meeting. Directors shall be elected by a 2/3 majority vote of the current Board of Directors.

**Section 6. Removal from the Board**

Any or all directors may be removed with or without cause by a 2/3 majority vote of the current Board of Directors. Three absences by a board member at regular meetings within one term year, which begins in October, will be grounds for dismissal. Situations and circumstances beyond the Board Member's control will be considered by the board prior to removal being voted on.

**Section 7. Regular or Special Meetings of the Board**

The Annual Meeting of the Board of Directors shall be held on or about the third Sunday of September each year. The Board of Directors will decide by resolution, the time and place for the holding of additional Regular Meetings. Regular Meetings will be Quarterly. A minimum of four regular meetings (including the Annual Meeting) must be held annually.

**Section 8. Regular or Special Meetings (Continued)**

Special meetings of the Board of Directors may be called by or at the request of the President or any five directors. Directors may participate in any meetings by telephone or in any manner authorized by the Board of Directors. The Board, by consent, may meet electronically either by e-mail or telephone.

**Section 9. Notification of Meetings**

Notice of any regular or special meeting shall be given to each director at least two weeks in advance of the meeting. The Vice President, or any other person authorized by the Directors, shall be responsible for giving notice to the Directors. Notice may be given in person, by email, by telephone or in any other reasonable manner approved by the Board.

**Section 10. Quorum**

At least one-half of the Board of Directors must be present at a meeting before any vote may be held on any resolution, election, etc.

**Section 11. Voting**

Each member of the Board of Directors shall have one vote. A 2/3 majority vote shall be required to carry any motion including election of officers and approval of policies. Voting by written proxy is permitted.

**Section 12. Vacancies**

Vacancies occurring on the Board for any reason other than expiration of term of office may be filled by a 2/3 majority vote of the Directors then in office.

**Section 13. Resignation**

Any member of the Board of Directors may resign by giving written notice to the President or Vice-President.

**ARTICLE 4. Officers**

**Section 1. Description of Officers**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, such officers to have the authority to perform the duties prescribed by the Board of Directors. Initially any two or more offices may be held by the same person, except for the offices of President and Secretary.

**Section 2. Election and Term of Office**

The officers will be elected by the Board of Directors at the regular annual meeting in September. If the election of officers cannot be

held at this meeting, the election will be held as soon as possible. New offices may be created and filled at any meeting of the Board of Directors with sufficient members present. Each officer shall hold office until his successor shall have been duly elected and oriented. The officers will begin their terms on a calendar year basis following regular elections.

**Section 3. Removal**

Any officer elected or appointed by the Board of Directors may be removed by a 2/3 majority vote of the all current members of the Board of Directors, whenever, in their judgment, the best interests of the corporation would be served by removal. Such removal will be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President**

The President will be the Chairman of the Board of Directors and of the Executive Committee and will, in general, supervise and control the business affairs of the Board of Directors of Ripple Productions.

The President shall also be responsible for appointing a historian for Ripple Productions, who will keep an archive of materials related to the various activities and programs of Ripple Productions. The historian will be an active player, writer, director or artisan of Ripple Productions.

**Section 6. Executive Vice President**

In the absence of the President, the Executive Vice-President will perform the duties of the President as described above. The Vice-President is also responsible for seeing that all notices of meetings are in compliance with those provisions of the Bylaws. The Vice-President will perform any other duties directed to that office by the Board of Directors.

**Section 7. Vice-Presidents**

The Board of Directors may elect additional Vice-Presidents as deemed necessary for the structural integrity or smooth corporate operation of Ripple Productions. Their duties will be determined by the Board of Directors.

**Section 8. Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Executive Committee; will be custodian of Ripple Production's records; will keep a registry with contact information for each Director and Officer. The Secretary will perform any other duties directed to that office by the Board of Directors.

**Section 8. Treasurer**

The Treasurer will be responsible for the financial integrity of Ripple Productions; will present a financial report at each regular meeting; will be responsible for ensuring the filing of all reports and tax returns required by state and federal laws. The Treasurer will perform any additional duties as directed by the Board of Directors.

**ARTICLE 5. Committees**

The Board of Directors or the Executive Committee may create any standing or ad hoc committees necessary to carry out the objectives of Ripple Productions.

Initially there will be four (4) **Standing** committees. These committees will be expected to meet regularly and have reports prepared for each regular Board meeting. The four (4) committees will be:

**Executive, Finance, Programming and Building Management.**

**Executive Committee**

The Executive Committee will consist of the officers of the corporation and will be chaired by the President. It will be responsible for day-to-day decisions concerning the operations of Ripple Productions including determining appropriateness of potential productions in Ripple Productions facilities.

**Finance Committee**

The Finance Committee will be responsible for making recommendations to the Board of Directors for operational budgets and fund raising needs. It will be chaired by the Treasurer and will be responsible for presenting an Annual Budget at the Annual Meeting of the Board of Directors.

**Programming Committee**

The Programming Committee will be responsible for developing a schedule of activities and productions for Ripple Productions. The Artistic Director will chair the Programming Committee. This group will work closely with the Managing Director, the Marketing Committee and the Production Committee in creating entertainment and educational opportunities. This committee will also be responsible for initial screening of all potential rental

productions for appropriateness of content with a report to the Executive Committee

### **Building Management Committee**

The Building Management Committee will be responsible for the maintenance, repair and security of Ripple Production facilities. The Managing Director will chair the Building Management Committee. This group will work closely with the Finance Committee to establish necessary budgets and with the Programming and Production Committees to ensure support for all Ripple Theater activities.

Ad hoc committees will meet on an as needed basis. Suggested committees include: Fund Raising, Marketing, Nominating, Production and Strategic Planning Committees. Additional Ad Hoc committees may be created by the Board of Directors and by the Executive Committee on an as needed basis for specific projects or activities.

### **Fund Raising Committee**

The Fund Raising Committee is responsible for the planning and execution of fund raising efforts, in conjunction with the Marketing Committee, for The Ripple Productions in order to meet budgetary needs and future development efforts.

### **Marketing Committee**

The marketing committee is responsible for promotion and publicity of The Ripple Productions and its activities, programs and productions. It will work closely with the Programming, Fund Raising and Production committees.

### **Nominating Committee**

The nominating committee is responsible for the determination, selection, invitation and proposal of prospective Board members, along with the election of officers and is composed of the Board of Directors and chaired by the President.

### **Strategic Planning Committee**

The Strategic Planning Committee, in consultation with the Executive Committee, is responsible for casting the vision and charting the course for Ripple Productions. The committee is composed of the Board of Directors and is chaired by the President.

### **Production Committee**

The Production Committee will be responsible for the logistical, technical and operational support of active productions, and to assure that such productions operate within the policies of The Ripple Productions.

## **ARTICLE 6. Secretarial and Financial Records**

### **Section 1. Records**

The Secretary of Ripple Productions or designee will keep accurate minutes of the proceedings of the Board of Directors, the Executive Committee and the reports of committees as presented for the Secretary. A copy of the minutes will be available within 72 hours of a meeting. Such records are to be permanently stored in a secure location.

### **Section 2. Financial Reports**

The Treasurer or designee of Ripple Productions will keep a correct financial record of accounts of the organization; store such records in a secure location; be required to present to the Board of Directors a financial report at all regularly scheduled meetings of the Board or whenever the Board of Directors requests a report.

## **ARTICLE 7. Funds**

### **Section 1. Deposits and Withdrawals**

The Treasurer shall be responsible for maintaining an accurate accounting of all funds of the organization, as well as filing all necessary state and federal tax returns and forms.

The Treasurer shall maintain a checking and/or savings account for Ripple Productions with a federally insured local bank or savings and loan association in the name of Ripple Productions.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Ripple Productions will be signed by an authorized agent of Ripple Productions and in a manner approved by the Board.

### **Section 2. Loans or Guarantees**

Ripple Productions will not make directly or indirectly any loan or guarantee of any debt for any Director or Officer of Ripple Productions.

## **ARTICLE 8. Amendments**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors by a 4/5 vote of current Directors at any regular or special meeting called in compliance with the terms previously established in these bylaws.

## **ARTICLE 9. Meeting Procedures**

The procedures to be followed during all meetings will be Robert's Rules of Order (Newly Revised) in all cases where those rules are applicable and are not inconsistent with these bylaws or other rules of procedure that may be adopted by the Board of Directors.

## **ARTICLE 10. Artistic and Managing Directors**

### **Section 1. Election and Term of Office**

The Board of Directors will annually elect an **Artistic Director** and a **Managing Director** along with other officers.

### **Section 2. Duties**

The **Artistic Director** will be responsible for chairing the Programming Committee and is responsible for the choice of Project Directors of individual productions. The Artistic Director will consider suggestions from the company at large; may assist Project Directors with casting and other production assignments; work with the Fundraising and Marketing Committees to ensure adequate program resources.

The **Managing Director** is responsible for the management, logistics, and coordination of the business of the Company. The Managing Director also works closely with the Finance and Building Management Committees to achieve these goals.

### **Section 3. Removal**

Any Artistic or Managing Director elected or appointed by the Board of Directors may be removed by a 2/3 vote majority of the directors whenever in their judgment the best interest of the corporation would be served thereby.

### **Section 4. Vacancies**

A vacancy in the office of Artistic Director or Managing Director because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, in accordance with Article 10, section 1.

## **ARTICLE 11. Non-discrimination**

The programming services of Ripple Productions will be provided to all persons without regard to race, color or national origin.