

Thieves Gilde Productions Inc. By-Laws

Approved June 3, 2020

1. NAME

- 1.1. The name of this organization is Thieves Guild Productions, Inc., hereinafter referred to as TGP, and is composed of all general and board members as set forth in this document.
- 1.2. The organization shall do business as Thieves Guild Productions, Inc.

2. FISCAL YEAR

- 2.1. The fiscal year of TGP shall run from April 1st to March 31st.

3. MISSION STATEMENT

- 3.1. The Mission Statement of TGP shall read: "The mission of TGP is to enrich, educate, and entertain the community in a family friendly environment through interactive live performance, stage combat training, and volunteer outreach."

4. PURPOSES

- 4.1. The amusement of the public by a troupe of actors who are interested in furthering the appreciation of period and fictional entertainment.
- 4.2. The creation and furtherance of a program of education and the provision of performance opportunities for people in the community who are interested in interactive performing styles and stage combat techniques.
- 4.3. To establish, create and maintain tangible properties for the training and performance referred to above and to maintain facilities for the manufacture, care and storage of such properties.
- 4.4. Education and training in theater arts in the community, especially pertaining to stage combat and stunt work.
- 4.5. Enjoyment and promotion of dramatic productions and skills amongst the members of TGP and the public in general.
- 4.6. To do any and all things that are necessary, incidental and lawful in connection with the purposes expressed above.

5. By-Laws

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- 5.1. At the second regular meeting held after the Annual Meeting a copy of the By-Laws will be provided to each Board Member.
- 5.2. Board Members will sign a receipt upon receiving the By-Laws that will be saved by the Secretary in the official TGP records.
- 5.3. The By-Laws shall be reviewed by the Board of Directors at the second regular meeting held after the annual meeting.
- 5.4. Immediately following the review of the By-Laws the board may begin the process to update, change or approve the By-Laws.

6. MEMBERSHIP

- 6.1.1. Membership in TGP is open to all interested individuals.
- 6.2. Membership status is granted upon completion of a signed and notarized waiver.
 - 6.2.1. Waivers will be considered valid for one year.
 - 6.2.2. Membership is contingent upon satisfactory results of a routine background screening.
 - 6.2.3. Membership may also be withheld from any individual who has previously been removed from membership.
- 6.3. Members attain voting status after being a member for six (6) months.
 - 6.3.1. To maintain voting status members, as defined in 6.2, are required to be involved in the development, production, performance or direction of a show or event for TGP within the previous two (2) years. Serving in an official TGP position shall be an appropriate substitute for this requirement.
 - 6.3.2. Should a member lose their voting status, they may regain it upon being involved in the development, production, performance or direction of a show or event for TGP or by serving in an official TGP position.
- 6.4. All members are considered to be volunteers. No one, Board Members included, shall receive compensation for their time or effort from TGP except as outlined below or as defined by the contract of a given production.

- 6.4.1. TGP may agree to provide reimbursement for gas and/or pay for food and non-alcoholic beverages during volunteer opportunities.
- 6.4.2. Consultants, which may include TGP members that are contracted by TGP, can be paid a consultation fee as voted on by the full board of directors on a case by case basis.
- 6.4.3. Members may seek approval to be reimbursed for materials directly related to the construction and/or maintenance of TGP properties and assets. Reimbursement for such items will require a vote of the full TGP Board, unless included in an approved budget.
- 6.4.4. Members may seek approval to be reimbursed for the maintenance of personal tools and equipment used by TGP for approved projects or activities.
- 6.4.5. Members may seek approval from the full TGP Board for the reimbursement and/or subsidization of training that is undertaken to further the mission of TGP.
 - To qualify for reimbursements or subsidies, the member must fill out the Reimbursement and Subsidization Form listed in the Appendices of this document.
- 6.5. If a member presents a clear and present danger to the interests of TGP, an executive board member may revoke membership immediately. This supersedes Article 13-Violation of Bylaws.

7. BOARD OF DIRECTORS

- 7.1. The Board of Directors shall consist of Executive Directors, Administrative Directors, and Production Directors.
- 7.2. Executive Directors
 - 7.2.1. Executive Directors shall be no less than four (4) in number and they shall be the following officers of the TGP, with the associated duties as listed below and in Appendix A: Position Duties and Responsibilities.
 - President
 - To chair and set the agenda for all meetings of the Board of Directors.

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- To provide any assistance of which they are capable of to the other Directors of the TGP.
- To approve any additional duties for all positions as described in Appendix A:
- To cast the tie breaking vote for all Board decisions.

- Vice President
 - To assume the duties of the President when that person is absent or otherwise unable to carry out their responsibilities to TGP.
 - To complete any other requests in assistance to the other Directors of TGP.

- Master Treasurer
 - To protect and keep the financial assets and financial records of the TGP;
 - To receive, keep, and disburse all monies of the TGP
 - To be responsible for an accounting of the funds of the TGP at all meetings of the Board of Directors or at any other time as requested by the President
 - To submit the financial records to audit at the conclusion of their term of office or upon request of the President
 - To file any necessary forms with the IRS annually and at any other time required
 - To give bond for the faithful performance of their duties.
 - Will serve a minimum of three (3) years.

- Journeyman Treasurer
 - This position may or may not be filed each year
 - To learn and assume the duties of the Treasurer

- Secretary
 - To record and report the minutes of all meetings of the Board of Directors;
 - To be responsible for all official correspondence of the TGP Board of Directors

7.2.2. The President, Vice President, Secretary, and Master Treasure Directorships may not remain vacant.

7.2.3. In the event that an Executive Board position needs to be filled for any reason at a time other than the Annual Meeting, it shall be permissible for the Board of Directors to elect an Interim Executive Board member by a simple majority vote from the existing board members.

- In the event that the President vacates their position for any reason, it is the duty of the Vice President to fill the vacated role. In the event that the Treasurer vacates their position for any reason, it is the duty of the Journeyman Treasurer to fill the vacated role. In the event any other executive board position is vacated for any reason, including if the Vice President becomes President, the interim executive board members will be selected from among the general board members as soon as possible.
- Once an interim executive board member has been appointed, it shall be the decision of the board of directors whether to hold an election. If an election is chosen, it will be held as outlined by 7.6. "Election Procedures".

7.2.4. Executive Directors shall be elected per the process outlined in Article 7.6. "Election Procedures".

- It shall be the duty of the Executive Board to review and approve any shows or productions recommended or proposed by the SAL. While serving on the Executive Board, members may not serve on any full show proposals as a required leadership position.

7.3. Administrative Directors

7.3.1. Administrative Directors shall consist of any number of the following officers of the TGP, with the associated duties as listed in Appendix A: Position Duties and Responsibilities.

- Marketing Director
- Membership Coordinator
- Recruitment Coordinator
- Volunteer Coordinator

7.3.2. It shall be permissible for an Administrative Board Directorship to remain vacant during any one year.

7.3.3. In the event that an Administrative Board position needs to be filled for any reason at a time other than the Annual Meeting, it shall be permissible for the Board of Directors to elect an Interim Administrative Board member by a simple majority vote. The Board of Directors may vote to leave any open position vacant for the remainder of the year.

7.3.4. Once an interim Administrative Board member has been appointed, it shall be the decision of the board of directors whether to hold an election. If an election is chosen, it will be held as outlined by 7.6. "Election Procedures"

7.4. Production Directors

7.4.1. The duties of the Production Directors shall be to assist in all aspects of show and auxiliary operations.

7.4.2. The Production Directors shall consist of the following officers of the TGP, with the associated duties as follows and as listed in Appendix A: Position Duties and Responsibilities.

- Coordinator of Training and Safety
 - This team shall appoint its representative by a simple majority vote of its members held annually and announced at the Annual Board.
- Show Advisory Liaison
 - This position shall be elected per the process outlined in Article 6.6 “Election Procedures”.
- Technical Director
 - This position shall be elected per the process outlined in Article 6.6 “Election Procedures”.

This position shall be elected per the process outlined in Article 7.6 “Election Procedures”. In the event that an Production Board position needs to be filled for any reason at a time other than the Annual Meeting, it shall be permissible for the Board of Directors to elect an InterimProduction Board member by a simple majority vote within one month of the position becoming open. The Board of Directors may vote to leave any open position vacant for the remainder of the year.

The exception to this being the Coordinator of Training and Safety, whose vacancy (in the event the position needs to be filled for any reason) will be filled from within the Training Team, by a simple majority vote by that Team.

Once an interim Production Board member has been appointed, it shall be the decision of the Board of Directors whether to hold an election. If an election is chosen, it will be held as outlined by 6.6. “Election Procedures”

7.4.3. It shall be permissible for the same person to occupy Executive, Administrative, and/or Production Directorships.

7.5. Requirements

7.5.1. Electoralship in the TGP Board of Directors is open to all interested individuals twenty-one (21) years or older.

7.5.2. Directors must have held Member Status for a minimum of twelve (12) months prior to serving as a voting member of the TGP Board of Directors.

7.6. Election Procedures

7.6.1. General membership may nominate anyone meeting the requirements listed above for an Executive or Administrative Board position. In odd numbered years, elections will be held for the positions of President, Treasurer, Marketing Director, Recruitment Coordinator and Technical Director as well as any previously vacant positions. In even numbered years, elections will be held for the positions of Vice President, Secretary, Membership Coordinator, Volunteer Coordinator , and Show Advisory Liaison (SAL) as well as any previously vacant positions

- Incumbents are automatically nominated, unless they submit via writing or announced at a board meeting that they are stepping down.
- Nominations must be submitted in writing.
- Nominations must be submitted to the Secretary or Membership Coordinator.
- Nominations must be submitted a minimum of two weeks before the annual meeting.
- Nominations must be accepted by the nominee before they may be added to the official ballot.
- Candidates can be nominated for multiple board positions but must pick a maximum of one (1) position for the Executive board and one (1) position for the Administrative or Production board, prior to the proxy ballot going out.

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- If a nominee does not meet the eligibility requirement of age or time as a member, a petition may be submitted to the current board of directors as to why they would be the best nominee for the position.
- A petition may be approved by a two-thirds majority vote of the current board
- If the nomination is accepted and the nominee placed on the ballot, there should be a designation on the ballot that a petition was submitted

7.6.2. Executive and Administrative Directors shall be elected by a simple majority vote of the voting membership.

- If no one is elected as Treasurer-Elect, the incumbent will continue to serve unless they decide to step down.

7.6.3. Voting shall be done by ballot at the Annual Meeting.

- Proxy votes must be submitted to the President or Membership Coordinator no sooner than ten (10) days prior and no later than 11:59 p.m., on the day before the Annual Meeting.

7.6.4. Separate elections will be held for the Executive, Administrative, and Production Boards.

7.6.5. Voting results will be tallied by any two current Board of Directors members who do not appear on the ballot they are tallying.

7.6.5.1. In cases where there are not two persons available to tally votes as per the above criteria, 1-2 members can be appointed by the board with a simple majority vote in favor of each candidate. This selection must occur prior to the vote.

7.7. Resignations

7.7.1. Any board member may resign at any time by giving written notice to the President or the Secretary.

7.7.2. Such resignation shall take effect upon receipt of the notice or at a later time as specified by the resigning member.

7.7.3. Unless otherwise directed, no formal acceptance of the resignation is required.

7.8. Removal of a Board Member

7.8.1. If a board member continually fails to fulfill their duties, the board member will first receive a warning from the president.

7.8.2. If the president is the officer in violation, then the other board members may vote by 2/3 majority to issue the president a warning.

- 7.8.3. Once a warning has been issued, if the board member continues to fail to complete their duties the member may be put on probation by a simple majority vote of the Board of Directors.
- 7.8.4. While on probation, if the board member continues not to fulfill their duties, the board member may be removed by a unanimous vote of the other Board of Directors.
- 7.8.5. Probation can be removed at any time by a simple majority of the Board of Directors.
- 7.8.6. This section, in its entirety, shall supersede section 13.

8. MEETINGS

- 8.1. The Board of Directors shall meet at least once per month
 - 8.1.1. All meetings are open to general membership.
- 8.2. There shall be an annual meeting of the Board of Directors held in March of each year at a predefined location.
 - 8.2.1. The meeting shall be advertised as being open to the public.
 - 8.2.2. The annual meeting shall not be a substitute for the monthly meeting for the month during which it is held.

9. VOTING

- 9.1. Votes shall be cast by the voting members of the Board of Directors for all of the following reasons:
 - Amendments to these by-laws or documents referenced within these by-laws
 - Expenditure and/or allocation of TGP funds and resources
 - Election of Interim Board Members
 - Removal of Board Members
- 9.2. An individual occupying one of the aforementioned positions as an Executive, Administrative and/or Production Director shall be considered a voting Board Member.

9.2.1. Each Board member may cast only one (1) vote towards each issue regardless of the number of Board positions they may occupy.

9.3. For a vote to be held, quorum must be established. Quorum shall be met when a minimum of two thirds of the current voting Board of Directors members participate in the vote. If a Board of Directors member wishes to participate in a vote they are not physically present for, their vote must be submitted in writing to the President or Secretary.

9.3.1. A simple majority is considered more than half of the full board of directors, regardless of quorum.

9.4. A vote of no confidence must be unanimous by all voting Board Members.

9.4.1. In the case that the vote of no confidence concerns a voting Board Member, that individual may not vote and the lack of their vote shall not be reason to see the vote of no confidence as other than unanimous.

9.5. For all situations not covered by the bylaws or other committee rules, the board may hold a majority vote regarding that issue.

10. TRAINING AND SAFETY TEAM

- 10.1. Rules and regulations for this team will be recorded in Appendix E of this document.
- 10.2. No rule or regulation established by this team shall supersede any part or portion of the TGP Bylaws.
- 10.3. Changes made to these appendices must be submitted in writing to the Board of Directors and updated in this document before they may be put into effect.
- 10.4. Changes made to any rules or regulations established by this team require a simple majority vote of the Training and Safety Team's members.
- 10.5. This team must have a minimum of three voting members to be considered to have quorum for voting purposes.
 - 10.5.1. In the event that the number of members on this production team falls below three (3), all proposed rule changes will be approved by a vote of the existing members and the Executive Board.
- 10.6. Membership on this team shall be maintained by the Coordinator of Training and Safety.
- 10.7. Any rule or regulation established by the Training and Safety Team may be called up for review by any member of the Board of Directors.
 - 10.7.1. If a rule or regulation is called up for review, a simple majority vote of the Board of Directors will determine if the rule shall be upheld or if it will be overturned and subsequently removed from this document and its appendices.

11. CONFLICTS OF INTEREST

- 11.1. In the event that a member of the Board of Directors is perceived to have a personal or vested interest in a decision being made by a vote, they may be asked to recuse themselves from the vote.
 - 11.1.1. A request for a member of the Board of Directors to recuse themselves may be made by any member of TGP.
 - 11.1.2. This request must be made in writing and submitted to the Board of Directors any time prior to the vote and no more than thirty (30) days prior to the vote in question.

11.1.3. Once a request has been made, the Board of Directors will accept statements from the party issuing the request and the member being addressed with the request.

11.1.4. The member being addressed may choose to recuse themselves.

11.1.5. In the event the member being addressed objects to the request, the Board of Directors will determine by simple majority vote if the request is valid.

- If the request is deemed to be valid the member recused will not be permitted to vote on the matter raised in the request.
- If the request is deemed to be invalid the vote may proceed as normal.

12. PERSONAL LIABILITY OF TGP BOARD OF DIRECTORS

12.1. A director shall not be personally liable for monetary damages for any action taken or any failure to take action unless:

12.1.1. The director has breached or failed to perform the duties of their office under these Bylaws and

12.1.2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

12.2. The provisions 12.1 shall not apply to a director's responsibility or liability pursuant to any criminal statute or for the payment of local, state or federal taxes.

13. RULES OF COMPLIANCE

13.1. It shall be the express policy of TGP that there shall be no discrimination on the part of TGP against any person or organization on account of race, religion, national origin, sex or sexual preference, gender identity, age, or disability.

13.2. TGP's rules and activities will always comply with the laws of the city, state, and nation.

13.3. Members will always comply with these bylaws regarding all business carried out by TGP except in situations of necessity, as so deemed by the board.

13.4. All members will adhere to the standards below, and those listed in the Code of Conduct (Appendix B):

- 13.4.1. No member may drink any alcoholic beverage while performing at a contracted event unless expressly permitted by the contract.
- 13.4.2. No general member shall act as a representative on behalf of TGP without written permission of an executive board member.
- 13.4.3. Conviction of a felony may be grounds for dismissal.
- 13.4.4. No member shall harass another member, as per Florida statutes.
- 13.5. TGP is not responsible for the actions of members in violation of our bylaws, local, state, or federal laws.

14. VIOLATION OF THE BYLAWS

- Should a member be accused of violating any of the standards outlined in these bylaws or any of its appendices, they shall be tried at a hearing By committee consisting of the Executive Board, no later than 14 days after the accusation is reported to the board.
- The member in question will be notified and may choose whether or not to attend the hearing.
- The hearing shall determine the guilt of the member in question and report back to the board either: not guilty, unsubstantiated, or guilty.
- If member is found guilty of an infraction, the Board of Directors will choose a course of disciplinary action within 30 days of the verdict which may include, but is not limited to: censure, removal from committee, removal from board position, revoking of voting rights, revoking of membership, and/or expulsion from participation in all TGP functions.

15. AMENDMENTS

- 15.1. This document may be amended by a two-thirds (to be rounded up) majority vote of active Board Members in favor at any Board meeting
- 15.2. All proposed changes or amendments must be submitted in writing.

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15.3. The By-laws shall be updated with any new amendments within thirty (30) days of their ratification.

16. Exceptions to the Bylaws

16.1. Any bylaw may be petitioned for exemption. A petition must be approved by a two-thirds majority vote by the entire board.

[Appendix A: TGP Position Duties & Responsibilities](#)

[Appendix B: TGP Code of Conduct](#)

[Appendix C: TGP Non Discrimination and Anti Harrasment Policy](#)

[Appendix D: TGP Community Standards](#)

[Appendix E: TGP Training & Safety Procedures](#)

[Appendix F Grievance Process](#)