

County Players Corporate By-Laws: Summary of Emendations

County Players, Inc.

1. The range of the allowable number of Board of Governors changed from 12 to 11-15.
2. The change in the range of number on the Board of Governors impacts the definition of quorum for a Board of Governor meeting and/or Board vote.
3. Term limits of officers and succession of officers (president and vice president).
4. Additional committees besides Nominating and Finance.

New York State Compliance with updates to the Not-for-Profit Law:

1. We adopted a Definitions appendix to clarify terms as they are used in the NY Not-for-Profit Law (N-PCL)
2. We clarified that (under current law) Board of Governor and Board Committee participation in meetings can be done electronically, or without a meeting by the unanimous written consent of ALL seated participants.
3. We specified the two types of committees allowable in NY, and clarified the specific committees currently authorized and clarified their respective duties.
4. We clarified the various corporate actions requiring participation for the membership, and for actions requiring higher-than-majority approval from the Board of Governors.
5. We adopted a Board of Governors Conflict of Interest policy/procedure/disclosure form that fulfills the specific NY requirements.

Good Governance updates/inclusions:

1. We clarified that “No elected Governor, Officer or Member of a committee shall receive compensation for his/her services as a Governor, Officer and/or Member of a committee”.
2. We clarified County Players’ promise to indemnify Governors, Officers, and Employees from personal liability for actions taken in good faith in furtherance of work on behalf of County Players.