

**THE PUPPETEERS OF AMERICA, INC
CODE OF REGULATIONS 2002**

ARTICLE I NAME AND PURPOSE

SECTION 1.

This organization shall be known as The Puppeteers of America, Inc., a non-profit organization first incorporated on September 23, 1961 in the State of Ohio, The County of Pickway, the City of Ashville, #304-046.

SECTION 2.

The Puppeteers of America, Inc., shall be a non-profit corporation devoted to the improvement of the art of puppetry through education programs, annual conferences, national and regional workshops, exhibitions, publications and advisory services. (NOTE: Amended Articles of Incorporation became effective January 15, 1973 and Puppeteers of America, Inc. became organized and operated for 501 (c) (3) purposes.)

ARTICLE II MEMBERSHIP AND DUES

SECTION 1.

There shall be six classes of REGULAR membership, to wit: Adult (Class A). Couple (Class C), Senior (Class S), University (Class U), Family (Class F), and Company/Business (Class B), and four classes of SPECIAL Membership , to wit: Youth (Class Y), Life Member (Class L), Library Subscription (Class LS), and Charter Member (Class M).

SECTION 2.

All REGULAR members in good standing shall receive all official publications of the Corporation, shall have the right to vote and voice on the floor, and right to seek and hold office, the right to serve on committee, and shall enjoy all current and future rights and privileges of the Corporation. The rights and privileges of REGULAR members shall be extended, also, to those SPECIAL members who are Life Members (Class L), or Charter Members (Class M).

SECTION 3.

Definitions of the classes of REGULAR membership are as follows:

- Class A membership is open to adults working with, or interested in, any form of puppetry.
- Class C membership is open to two members living at the same address who meet the requirements of Class A membership but who shall receive (1) one copy of

The PUPPETRY JOURNAL, and other publications of the organization regularly sent to members.

- Class S membership is a reduced rate membership available to persons aged 65 or older who meet the requirements of class A membership.
- Class U is available to full time college students who present proof of valid, full-time student identification, Class F membership is open to up to two adult members living at the same address who meet the requirements of Class A membership, and all children living at the same address. Class F membership allows 2 adults (age 18 and over and living at the same address) two (2) votes and one (1) copy of the Puppetry Journal and other publications.
- Category B is open to Company/Business Groups and shall receive the benefits of Class A.

SECTION 4.

Definitions of the classes of Special memberships are as follows:

- Class Y membership shall be extended to anyone who has not reached the age of eighteen (18) years at the time of the initial membership or renewal of membership. Once that person has reached the age of eighteen, that person shall , at the next renewal of membership, transfer to Class A membership, or other class of membership where appropriate. Class Y members are not entitled to vote or hold office, but they may serve on special committees and receive all publications.
- Class L membership is a special category whose members are designated by the Board of Trustees as having given unusual or longtime service to the field of puppetry and/or The Puppeteers of America and who are, thereby entitled to special and distinct membership in the organization. Class L members are entitled to enjoy the same privileges as Class A members.
- Class LS membership entitles the member to receive a copy of the Puppetry Journal. Class LS members are not entitled to voice or vote in the proceedings of the organization not they seek or hold office.

SECTION 5.

The annual dues of each class of membership shall be determined by the Board of Trustees and shall be reviewed by the board at its annual meeting.

ARTICLE III OFFICERS AND DUTIES

SECTION 1.

There shall be nine trustees of the Corporation to serve a term of three (3) years each, or until a successor has been elected and qualified. Trustees shall manage the affairs of the Corporation except as otherwise provided by law, The Articles of Incorporation , or other provisions made herein. Three (3) Trustees at Large shall be elected at each Annual

Meeting of the General Membership. Candidates for said trustee position shall have been regular members in good standing for two (2) years prior to their nomination and shall serve no more than two (2) consecutive terms of three (3) years each. Trustees who have completed two full terms may be eligible for reelection after one full year has elapsed from the time of their last term until the beginning of the new term, The Trustee shall sit as the executive board of the Corporation and shall be known as the Board of Trustees. they shall have the rights, privileges, obligations and duties that by custom or law are accorded persons in such position.

SECTION 2.

The Corporation shall have two classes of officers, the elected officers, and the appointed officers. The elected officers shall include a president, vice president, and secretary. The appointed officers shall include a Treasurer, Editor of THE PUPPTRY JOURNAL, the National Festival Director, Secretary of the Endowment Fund, and other such officers as from time to time may be deemed necessary to carry out the purposes and to fulfill the services of the Corporation.

SECTION 3.

The newly formed Board of Trustees shall elect from among its members the president, vice president, and executive secretary at its first meeting following the elections at the Annual Meeting. No person may serve more than three (3) consecutive years in the same office. The Board may then appoint from the general membership, as the need arises, the treasurer, editor, and national festival chairpersons.

SECTION 4.

The appointed officers shall serve for a term of three (3) years, or, in the case of an unexpired term, until a successor has been qualified and elected. The elected officers shall serve for a term of one (1) year and shall be eligible for reelection provided that their term of office as a trustee has not expired.

SECTION 5.

The duties of the officers include but are not limited to the following prescribed activities. Duties of the officers may be changed, modified and expanded by and at the direction of the Board of Trustees.

The PRESIDENT of the Corporation shall be the chief executive officer. The President shall direct the affairs of the Corporation; shall preside at all meetings; shall receive all reports in advance of each meeting, and shall report to the general membership at the annual meeting. The President may create special standing committees as the need arises and shall be ex-officio to all committees except the Nominating committee. The President shall see that orders, directives and /or resolutions of the Board of Trustees are implemented.

The VICE PRESIDENT shall, in the absence of the President, perform the duties and exercise the powers of the President. IN addition, the Vice President shall perform other such duties as may be assigned to the office by the Board of Trustees.

The SECRETARY shall perform all the usual duties of Secretary of the Corporation which shall include keeping the official seal and co-signing all official documents, keeping the proceedings of the Corporation and of the Board of Trustees in a permanent record, duplicating and distributing copies of minutes and other official documentation the officers and trustees and the membership as from time to time may be deemed necessary by the Board of Trustees. The Secretary shall receive, and preserve and file all documents and papers relating to the business of the Corporation and shall keep a register of officers and members.

The TREASURER shall perform the usual duties of Treasures and Business Manager of the Corporation subject to the directives of the Board of Trustees, and shall be responsible for the administration of the approved budget; the preparation of the Annual Financial Report, and the counseling of all officers and committees in matters involving business transactions for the Corporation. The Treasurer shall be custodian of all monies and funds of the Puppeteers of America, Inc, shall collect all dues, claims, and demands, and shall sign all checks and orders for payment as budgeted by the Board of Trustees, shall keep the correct accounts of the same. The Treasurer shall deposit all funds belonging to the corporation in a bank account approved by the Board of Trustees, and shall report the financial status, activity, disbursements and income to the membership at the annual meeting of the Corporation. At the direction of the Board, the Treasurer shall at the end of each fiscal year submit in writing a detailed report listing all monies received and disbursed and the balance of all accounts of the Corporation. This report shall be published for the information of the membership in an official publication of the Corporation. Upon completion of the term in office, the outgoing Treasurer shall surrender all monies, funds, supplies, property and equipment of the Corporation to the successor of that office in good and current condition.

The EDITOR(S) of THE PUPPETRY JOURNAL shall select an editorial board and production staff. Together, they shall provide THE PUPPETRY JOURNAL and all other official publications of the Corporation and protect the same by United States Copyright. The Editor(s) shall protect the Corporation the exclusive use of the name, logo, devise and identity of The Puppeteers of America. Inc.

The NATIONAL FESTIVAL DIRECTOR, upon the authorization of the Board of Trustees, shall be charged with the planning of the Festival program and with securing rooms for meetings, exhibitions, and performances thereat. The Director shall keep the President informed throughout the year of plans for the National Festival, The National Festival Director shall submit to the President for official publication a detailed report of all Festival finances, communications and contracts.

The ENDOWMENT FUND SECRETARY , with committee, supervises all disbursement of the funds in the form of grants to individual or groups for the purpose of advancing the

Art of Puppetry. The Corporation and its Board of Trustees are not eligible to receive a grant.

All monies donated to the Puppeteers of America Endowment Fund are administered by the Treasurer of P of A in a separate interest-bearing account. When the amount of interest in one (1) year is too low to allow grants to be awarded, the Endowment Fund Committee may vote to roll-over interest earned in one year and added to the interest the following year. Grants MUST be awarded the year following the roll-over. The principal shall not be used.

SECTION 6.

In the event that vacancies should occur in any office or on any committee, the President shall appoint, subject to the approval of the Board of Trustees, pro temp members to complete the terms of office or to fill such vacancies. The President, with the approval of the Board of Trustees, may replace appointed committee members who are not fulfilling their responsibilities.

SECTION 7.

Nothing contained herein shall preclude or otherwise limit any members of the Board of Trustees from being employed by this Corporation as a salaried employee. Or from furnishing services or products to the Corporation provided that before such member may be employed by the Corporation or engaged to furnish such service or products, such employment or engagement shall be approved by regular action of the Board of Trustees.

ARTICLE IV COMMITTEES

SECTION 1.

The corporation may have such standing committees and ad hoc committees as may be determined from time to time by the Board of Trustees to be necessary to the operation of the Corporation. Vacancies on committees shall be filled in accordance with Article III, Section 6.

SECTION 2.

The Budget and Finance Committee shall be a standing committee consisting of the President, the Treasurer, one Trustee and two (2) Regular members. One of these committee members shall have been a Festival Chairperson prior to service on the committee.

SECTION 3.

The Nominating Committee shall consist of four (4) Regular members in good standing, none of whom are incumbents of the Board of Trustees. Members shall be appointed by

the Board of Trustees for a two (2) year term, with two (2) new members appointed each year.

ARTICLE V ELECTIONS

SECTION 1.

Annually, candidates for the Board of Trustees are recruited by a Nominating Committee, acting on recommendations from many sources including the membership-at-large. After assessing the qualification of suggested candidates the Nominating Committee will compose a slate of candidates to appear on the ballot. Any Puppeteers of America member not accepted by the Nominating Committee, yet meeting the basic qualifications, may acquire the right to appear on the ballot by submitting to the Nominations chair a petition signed by (25) twenty-five regular members in good standing.

SECTION 2.

The Nominating Committee shall submit a slate of candidates for the office of member of the Board of Trustees for official publication prior to January 1. The slate of candidates submitted by the Committee shall not be subject to revision or approval by the Board of Trustees unless the Committee has prepared the slate in violation of these regulations or the Puppeteers of America Procedures Manual.

SECTION 3.

At the time prescribed by the Board of Trustees, a ballot will be sent to all Regular members in good standing. The ballot shall list the names of all nominees for office, and if applicable, a separate ballot for proposed amendments to this Code of Regulations. Members shall submit their ballots as indicated in the Procedures. No write-in candidates will be honored.

SECTION 4.

The validation and counting of the ballots is the responsibility of the Head Teller. The Head Teller will be an impartial person appointed by the Board. Prior to counting the ballots, the Head Teller shall certify the validity of each ballot according to the Puppeteers of America Procedures Manual. Only ballots from qualified members in good standing shall be validated, and members cast only one ballot. All votes certified shall be counted in accordance with the Puppeteers of America Procedures Manual.

The Candidates for the Board and the President of the Corporation shall be notified of the results of the election as soon as possible after the results are verified.

SECTION 5

The membership may invalidate an election with a petition to the President signed by

66% of the membership in good standing at the time of the election.

ARTICLE VI MEETINGS AND CONDUCT OF BUSINESS

SECTION 1.

Meetings of the General Membership shall be held at the Annual Meeting at a site announced at least three (3) months prior to the opening of the meeting.

SECTION 2.

Meetings of the Board of Trustees shall be held at the office of Corporation or at such other place as may be designated by the President and announced in a notice to board members. The Annual Meeting of the Board of Trustees shall be held at the site of the Annual Meeting of the General Membership.

SECTION 3.

Special meetings of the Board of Trustees shall be held at the behest of the President or upon petition of one third (1/3) of the Trustees. Notice of at least fourteen (14) days must be given before such meeting and an agenda of the proposed meeting must be sent to all Trustees. If business to be transacted required the work of all trustees, the President shall contact all absent members by mail or conference telephone call to allow each board member voice and vote on the matter as if the absent member were attending the meeting in person. Minutes of the special meeting shall reflect a roll call of votes taken. Any vote or action taken at such a meeting is subject to ratification at the next regular meeting of the full board.

SECTION 4.

Seven (7) or more members of the Board of Trustees shall constitute a quorum for the transaction of any business of the Corporation. Except as otherwise provided for herein or by law, the act of the majority of members of the Board of Trustees at a meeting in which a quorum is present shall be the act of the Board of Trustees and of this Corporation.

SECTION 5.

The conduct of business shall be governed by the current edition of ROBERTS RULES OF ORDER.

ARTICLE VII AMENDMENTS

SECTION 1.

Alterations or amendments to this Code of Regulations shall be presented in writing to

the Board of Trustees. Any such request must be signed by ten (10) Regular members in good standing or by the majority of the Board of Trustees, and be presented for publication of prior notice in accordance with Article V, Section 1 and 3.

SECTION 2

Final action on proposed amendments or alterations shall be taken at the first Annual Meeting following publication of said change. A two thirds (2/3) vote of the members casting ballots in favor of the adoptions shall be required before changing these articles. Balloting shall proceed in accordance with Article V, Section 3 and 4.

SECTION 3.

Any issue arising from or interpretation of this Code of Regulations which shall be in dispute may be resolved by a special committee appointed by the President in accordance with Article IV, Section 1. The committee shall consist of five members of the membership and shall exist to resolve the issue in dispute. Its ruling shall become binding on the membership subject only to the UNANIMOUS decision of the Board of Trustees. The committee shall be terminated once it has reached its decision on the issue.

SECTION 4.

Once an issue has been decided by the special committee to resolve the issue and has been heard by the Board of Trustees and a vote has been taken, said issue cannot again be raised except as an amendment to the code of Regulations submitted in accordance with Article VII, Section 1 at the next Annual Meeting of the Membership.

ARTICLE VIII SAVING CLAUSE

SECTION 1.

In the event that a court of law, governmental ruling or decision of special committee provided for under Article VII, Section 3 shall declare and Article or Section of this Code of Regulations null and void, such determination or ruling shall not invalidate any other article or section of this Code of Regulations.

Amended by Membership Vote, June 27, 1998 Atlanta