



THE IMPULSE PROJECT

ART WITH PASSION. ART WITH PURPOSE.

BYLAWS OF THE IMPULSE PROJECT

August 24th 2018

ARTICLE I DEFINITIONS

“**Bylaws**” means these Bylaws of the Impulse Project and all amendments and modifications hereto.

“**Organization**” means The Impulse Project.

“**Principal Executive Office**” has meaning set forth in Section 2.2 of the Bylaws.

ARTICLE II FORMATION

2.1 Name. The name of this Organization is The Impulse Project. The Organization may also conduct business under one or more assumed names.

2.2 Offices. The Organization’s Principal Executive Office shall be located at 5613 Water Rose Road, Winter Garden FL 34787 unless and until another location within the State of Florida is designated by the Executive Board.

2.3 Objectives and Purposes. The purposes of this Organization is defined by its mission, vision, and goals:

2.3.1 Mission. The mission of The Impulse Project is to follow artistic impulses that foster and to create passionate works of performance that educate, inspire, and serve the community.

2.3.2 Vision. The vision of The Impulse Project is to engage the artistic community to identify works of theatre, art, or literature with purpose, to produce them with ambition and excellence, and to use that to give back into the community with proceeds from the production.

2.3.3 Goals. The goal of The Impulse Project is to create a production cycle, where we identify different stories, themes, and literature that the community

feels passionate about to address, with workshops and readings to transform into fully-realized production(s) at the end of the season:

- (a) Workshop Series to explore new theatrical artworks with literature that includes thought-provoking subject matters in order to engage conversations with the audience to discuss criticism and engagement.
- (b) Main Stage Production of the selected piece from the Workshop Series will feature a fully realized production - using simple-yet-powerful designs within intimate or non-conventional venues - to bring the season's passion and purpose into a reality.
- (c) Community Outreach by providing instruction in the theatre arts, creating relationships with organizations whose missions relate to our productions, and donating a portion of revenue from admission fees to such organizations.
- (d) Cabaret Series to create entertaining nights of music and performance that serve unique themes and points-of-view.

2.3.4 Collection of Fees, Gifts, Gratuities and Bequests. In the furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, The Impulse Project may collect admission fees, gifts, gratuities, and bequests; and may, in general, exercise all of the powers granted by corporate law in the State of Florida.

2.4 Charitable Purposes. The Impulse Project is a not-for-profit corporation. No member(s) of the Organization shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives set forth in Section 2.3 of the Bylaws. In the event of the disbanding of this organization, all monies, properties, and physical assets of the organization shall be distributed for any worthy purposes in accordance with a majority vote at the final meeting of members, called for the disbanding of the Organization.

2.5 Title to Property. All property owned by the Organization, whether real or Personal, tangible or intangible, is owned by the Organization as an entity, and no Members, Officers, Executive Board Members, or Artists, individually, has any ownership interest in any such property.

2.6 Political Activities. The Impulse Project is a nonpolitical Organization and shall not engage in political activities of any nature.

2.7 Term. The period of existence of the Organization shall be perpetual, unless it is earlier dissolved in accordance with law or these Bylaws.

ARTICLE III MEMBERSHIP

3.1 Members. Any person of any age, race, creed, color, or sex may become a member in The Impulse Project upon agreement to the responsibilities and duties of membership as determined by the Executive Board.

3.2 Membership Rights. There shall be no differences among the classes of membership regarding rights, privileges, activities, or duties of membership.

3.3 Termination. A member may suspended or expelled after a hearing and by a quorum, majority, two-thirds, unanimous vote of the Executive Board or Members for violation of the responsibilities and duties of membership.

3.4 Resignation. Any member may resign by filing a written resignation with the Executive Board, a member of the Executive Board, the Secretary, or other position.

3.5 Reinstatement. Upon written request by the former member filed with the Executive Board, a member of the Executive Board, the Secretary, or other position and by a quorum, majority, two-thirds, unanimous vote of the Executive Board or Members may reinstate such former member to membership upon such terms as the Executive Board or Members may deem appropriate.

ARTICLE IV ORGANIZATION

4.1 Officers. The officers of this organization shall be elected annually. They shall consist of the Artistic Director, Artistic Producer, Production Manager, and a Secretary. Any member is qualified to be elected an Officer.

4.2 Executive Board. The officers, together with the Artists in Residence membership, shall constitute the Executive Board.

4.3 Artists in Residence. The Artists in Residence make up the membership of the organization. Artists in Residence may be actors, writers, performers, or other artisans with special artistic and theatrical skills that benefit the artistic mission, vision, and goals of the organization.

4.4 Removal from Office. Any Executive Board Member may be removed from office by a unanimous vote of the joint meeting of all of the remaining members of the Executive Board. Such a vote may be cast by written ballot. A vote to remove an Executive Board member from office has no effect on such persons membership in the Impulse Project.

4.5 Vacancy. With the exception of the Artistic Director, any Executive Board member vacancy occurring by reason of inability to serve for more than six months, resignation, removal, or death, shall be filled by a majority vote of the remaining members of the Executive Board. Such appointees shall serve for the unexpired term of the vacant position. If a vacancy occurs in the office of the Artistic Director, a special meeting of the membership shall be called and a willing member shall be elected to serve as Artistic Director for the unexpired portion of the term. Such election shall be accomplished in the manner prescribed in Article XII.

4.6 Temporary Vacancy. In the event any board member, with the exception of the Artistic Director, is unable to serve for a period of not less than one nor more than six months, the Artistic Director may appoint a substitute to fulfill that member's duties during their absence. Such appointment shall be subject to the concurrence of the Board at the first regular meeting following the appointment. In the event of the Artistic Director is unable to serve, a substitute shall be appointed by a majority vote of the remaining members of the Executive Board.

4.7 Resignation. Any Executive Board member may resign from the Executive Board by filing a written resignation with the Executive Board, a member of the Executive Board, the Secretary, or other position.

ARTICLE V DUTIES OF OFFICERS

5.1 The Artistic Director. The Artistic Director shall call meetings of the general membership and the Executive Board, shall preside at such meetings, and shall appoint the Standing Duties, subject to the approval of the Executive Board. The Artistic Director shall inherit the following Standing Duties (see Article XI, Section 1): Bylaws, Production Selection, Membership, Publicity, and Director/Stage Manager Selection.

5.2 The Artistic Producer. The Artistic Producer shall inherit the following Standing Duties (see Article XI, Section 1): House Management, Nominations and Elections, Box Office, Program, and Lobby.

5.3 The Secretary. The Secretary shall keep accurate and legible minutes of meetings of the general membership and the Executive Board. He or she shall provide copies of the minutes of the general membership meetings to the Artistic Director and copies of the minutes of the Executive Board meetings to each member thereof. They shall also carry all official correspondence of the organization as directed by action of the membership and Executive Board. They shall maintain an official, current membership list, including addresses; send notices of meetings to the membership and the Executive Board members; transmit the slate of nominees to all members with the

required notice of meetings at which elections are to be held; and transmit the text of proposed amendments to these Bylaws or other agenda items when so directed by the Executive Board.

5.4 The Production Manager. The Production Manager shall work under the following roles:

5.4.1 Treasurer. The Production Manager must keep the records of the Funds of the organization. They shall receive, keep, and disburse such monies of the organization as directed at all meetings of the general membership and of the Executive Board as required. They shall be responsible for an accounting of the funds of the organization at all meetings of the general membership and to the Executive Board as requested. They shall be responsible for an accounting of the funds of the organization at any time.

5.4.2 Scheduler. The Production Manager must keep the organization calendar, as well as creating the date ranges of each production as selected by the Artistic Director. The Production Manager shall coordinate within the availability of the necessary Artists in Residence in their consideration of the overall organization calendar.

ARTICLE VI DUTIES OF THE EXECUTIVE BOARD

6.1 General Business. The Executive Board shall administer the general business of the organization. It shall refer any point upon which it fails to agree or wishes to sense the desires of the members to a vote of the general membership. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Impulse Project, and such authority may be general or confined to specific instances.

6.2 Productions. The Executive Board shall choose the plays and schedule their presentation. It shall use the considerations from the Artistic Director and the members with the Production Selection Standing Duty as a guide in the selection of plays but shall not be bound thereby. It shall choose a Director and Stage Manager for each play and, in the case of failure of a Director or Stage Manager, assume full responsibility for production of the play. It shall rule on any matter referred to it by the Director, Stage Manager, or production staff.

6.3 Finances. The Executive Board shall be responsible for the management of the Funds of the organization. It shall approve the budget for each production and for the operation of the Executive Board. From time to time, it shall review the status of the

Funds and, when deemed prudent, transfer funds from the Production Funds to the Permanent Funds.

ARTICLE VII TERMS OF OFFICE

7.1 Officers. All officers shall serve for a term of one year from June 1 to May 31. All officers will be selected by a majority vote of the quorum as stated in Article VII Section 7.

7.2 Artists in Residence. Artists in Residence serve for a term of one year as a member of the organization. In the selection of Artists in Residence at the Annual Meeting, variations in the terms of office are authorized for newly elected Artists in Residence to the extent necessary to achieve this result. Artists in Residence are required to perform, produce, or provide their artisan skills in a minimum of one (1) production in their one-year term. Artists in Residence memberships can be requested or offered.

ARTICLE VIII MEETINGS

8.1 Meeting Location and Written Notice. All meetings of the general membership shall be held at the Principal Executive Offices as stated in Article II Section 2.2, or at another convenient public meeting location to be designated by the Executive Board. Written notice of such meetings, containing a statement of the purpose, shall be sent to the membership not less than ten (10) days in advance.

8.2 Annual Meeting. An annual meeting of the general membership shall be held each summer. The meeting shall be called for election of offices, and the transaction of such other business as may properly be brought before the meeting.

8.3 General Meetings. Additional meetings of the general membership shall be held in the fall and spring.

8.5 Executive Board Meetings. Meetings of the Executive Board shall be held at least monthly, at the call of the Artistic Director, to discharge the duties of the Board consistent with attainment of the objectives of the organization.

8.6 Quorum. Attendance of a majority of the Executive Board is required to establish a quorum for the conduct of business at Executive Board Meetings. For all other

meetings, attendance of a majority of members is required to establish a quorum for the conduct of business.

8.7 Voting. Each member present shall be entitled to one vote. The majority vote of the quorum present at a meeting shall constitute the act of the body unless a greater number is required by these Bylaws.

ARTICLE IX FINANCES

9.1 Policy. The Impulse Project state that their basic financial policy shall be to acquire funds suitable for the following purposes in keeping with the objectives of the organization:

9.1.2 Presentation of amateur theatrical productions, and provision of workshop, project activities, and meeting facilities.

9.1.2 The conduct and support of worthy activities, such as instruction in the theatrical arts and provision of donations for related non-profit organizations.

9.2 Funds. The organization shall divide its properties and assets into the following funds.

9.2.1 Production Funds. These funds represent the allocation of assets in an amount necessary for the performance of specific productions per production cycle including, but not necessarily limited to, the actors, set design, props, costumes, lighting and sound, and venue costs associated to a theatrical production, advertising for theatrical productions, and a donation made to a related non-profit organization per production. The Production Funds are under the custody of the Production Manager and are disbursed in accordance with direction of the Executive Board.

9.2.2 Permanent Funds. These funds represent the allocation of assets in an amount necessary for the routine administrative and operational tasks of the organization including, but not necessarily limited to, the administrative expenses of the Executive board, growth investments and the acquisition of resources, including but not limited to office space, branding, technology, administrative assistance, and personnel, designed to enable the organization to accomplish its objectives as defined in Article II hereof. The Officers shall administer the Permanent Funds on behalf of the organization (See **Section 6.3 Duties of Executive Board - Finances.**).

9.3 Gifts, Gratuities, and Bequests. The Executive Board may accept on behalf of The Impulse Project any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization. Unless the donor specifies a specific purpose for such contribution, gift, bequest, or devise, any such contribution, gift, bequest, or devise may be deposited into Production Funds or Permanent Funds at the discretion of the Executive Board. The Executive Board shall determine what portion of revenue from admission fees shall be donated to a charitable organization or organizations and to which charitable organization or organizations such funds shall be donated.

9.4 Banking Practices. All monetary assets of the organization shall be maintained in a banking institution designated by the Executive Board. Withdrawals may be made only to meet the financial obligations of the organization. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of The Impulse Project shall be signed by any two members of the board as designated by the Executive Board.

9.5 Interest in Assets. No member of the organization shall have any right, title, or interest in any property of the organization. No person whose membership in the organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the organization.

ARTICLE X DUES AND CHARGES

10.1 Public Admission. Admission tickets may be sold to the general public for all The Impulse Project productions unless otherwise determined by the Executive Board. Prices for admission tickets shall be established by the Executive Board.

10.2 Social Events. Charges for attendances at social events shall be established by the committee in charge of the event, subject to approval by the Executive Board.

ARTICLE XI STANDING DUTIES

11.1 Establishment. The following Standing Duties are established to assist in the conduct of the affairs of the organization.

11.1.1 Bylaws. This duty shall receive all suggestions for amendments of these Bylaws; shall prepare them in proper form and identify them as amendments to specific Articles and sections; shall refer them to the sponsors for correctness; shall present them to the Executive Board for consideration; and shall transmit them, with

the recommendation of the members to the membership meeting at which the proposed amendments is to be considered. A quorum must be present at such meeting.

11.1.2 House Management. This duty will serve as custodian of the theatre and associated facilities and shall be responsible for its maintenance and appearance.

11.1.3 Membership. This duty shall ensure that an active membership is made each year, prior to the start of the theatrical season. Efforts should be made each year to enlarge the Artists in Residence. This duty shall be responsible for keeping accurate records of memberships. Subject to the prior approval of the Executive Board, this duty may arrange with community service groups and others for the conduct of an Artist in Residence campaign.

11.1.4 Box Office. This duty shall be responsible for the establishment and operation for the box office for all theatrical productions, including the printing of tickets, the collection of admissions, and the transmittal of such funds, with a full accounting, to the Production Manager.

11.1.5 Nominations and Elections. Prior to the summer meeting of Executive Board, the committee shall prepare for the Executive Board a list of nominees for the elections to be conducted at the Annual Meeting in the spring. This list shall contain at least one nominee for each of the Executive Board position to be filled. Nominees shall become members for the year in which they serve, and the consent of each nominee must be secured. The duty shall tally the valid votes cast during the election, determine which persons have been elected to serve as officers and trustees, schedule any subsequent elections, if necessary, and retain the ballots cast in such elections in accordance with Article XII hereof.

11.1.6 Production Selection. By receiving suggestions from members, prospective directors, and others, and by the use of all available reference material, those with this duty shall select play titles or original theatre work for reading. It shall purchase or otherwise obtain sample copies of the works to read. Works shall be rated on quality of theme, situation, lines, characterizations, practicability for casting and production, potential audience appeal, and other criteria. Recommendations may include potential directors and possible season. This duty shall determine that all plays selected are available for presentation. The report of those with this duty shall be presented to the Executive Board not later than the Board's Spring meeting. Those with this duty may submit vouchers or expenses to the Production Manager for expenses incurred in the discharge of its functions.

11.1.7 Program. This duty shall be responsible for preparation of the program for each theatrical production including design, printing, and the solicitation of advertising contributors to support the cost thereof.

11.1.8 Publicity. This duty shall prepare and arrange for all publicity for the organization including releases of a general character and those related to individual productions. Publicity activities shall be subject to the prior approval of the Executive Board.

11.1.9 Lobby. This duty shall appoint a lobby coordinator plus obtain ushers and concession personnel for each performance as necessary.

11.1.10 Director/Stage Manager Selection. This duty shall identify candidate Directors and Stage Managers and submit their names to the Executive Board for approval.

ARTICLE XII ELECTIONS

12.1 Method of Electing. Except as may be provided in Article IV hereof, all officers and trustees shall be elected by secret written ballot at the Annual Meeting from a slate prepared by those with the Standing Duty of Nominations and Elections. The slate may be augmented by nominations made from the floor provided the consent of the nominee has been obtained in advance. Members may cast only one vote for each position. Any ballot including multiple votes for a single position is invalid and will not be counted.

12.2 Determination of Outcome. The person who receives a plurality of votes for a particular position is elected to that position. If no person achieves a plurality of votes for a particular position, there shall be a subsequent election between those persons who received the highest number of votes for that particular position. The person who receives a plurality of votes for a particular position in a subsequent election is elected to that particular position.

12.3 Integrity of Elections. All ballots cast in any election, except those under Article IV, must be retained for 30 days. Any candidate for officer or trustee in such election may request a recount of votes for the particular position of the candidate within 7 days after an election by filing a written request for recount with the Executive Board, a member of the Executive Board, the Secretary, or other position. Upon receiving such written request, the Executive Board will review the ballots to ensure the outcome of the election for the particular position was properly determined. The Executive Board shall announce the outcome of the recount and, if the outcome of the election was not properly determined, the Executive Board shall announce the proper outcome or schedule a subsequent election in accordance with Article XII Section 3.

ARTICLE XIII
THEATRICAL POLICY

13.1 Policy. The Impulse Project state that the following to be their basic theatrical policy:

13.1.1 That a goal of the organization is to achieve a finished production of any theatrical presentation.

13.1.2 That theatrical presentations will be presented to the general public.

13.1.3 That plays shall be selected with due regard for the project's mission to follow artistic impulses that foster and create passionate works of performance to serve the community.

13.1.4 That plays shall be selected with due regard for excellence, audience appeal, and production practicability.

13.1.5 That a minimum of two productions, one which is a musical cabaret revue, shall be presented each year.

13.1.6 That further goals shall be to provide the opportunity and media for the exercise and enhancement of the creative talents and skills of the members and other interested persons; foster the enjoyment of the production staff in presenting the best of living theatre; and improve the cultural education and development of the community through the presentation of theatrical productions.

13.2 Casting. The selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question; and must be based on public auditions when necessary. Performers may be either Artists in Residence, members, or non members. The casting of a play shall be under the control of the Director. Advance public notice of auditions must be made. Auditions shall be held over a sufficient period of time to provide all interested persons and opportunity to appear. It is company policy not to employ professional actors.

13.3 Directors. A Director shall be chosen for each play by the Executive Board prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the artistic interpretation and overall production of the presentation.

13.4: Production. Stage Managers are chosen by the Executive Board prior to the theatrical season. A production staff shall be formed by the Director and Stage Manager to perform such functions as lighting crew, stage crew, makeup, and costumes as

needed. The Stage Manager shall be responsible for the coordination of the efforts of the production staff, subject to the general supervision of the Director. The Stage Manager may enlist the aid of members and non members in the formulation of the production staff formulate rules for the conduct of the production aspects of the performance. The production staff shall assure that proper care is taken of the resources used for the production whether rented, borrowed, or owned by The Impulse Project.

**ARTICLE XIV
FISCAL YEAR**

The Fiscal Year of The Impulse Project shall be from June 1st to May 31st

**ARTICLE XV
AMENDMENTS**

15.1 Method of Amending. Amendments to these Bylaws may be proposed by any member. They shall be submitted in writing to the Bylaws Duty which shall act upon each in accordance with the provisions of Article XI, Section 1, Paragraph A hereof.

15.2 Adoption. These Bylaws may be amended by the two third affirmative vote of the general membership in attendance voting at a general, specific, or annual meeting at which there is a quorum present, provided that written notice of the proposed action was provided the members as required by Article XI, Section 1, Paragraph A.

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