## Article I Name and Purpose

#### 2 Section A Name

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The name of this organization shall be "Warren Players".

#### Section B Purpose

Warren Players is organized as a non-profit organization, exclusively to foster the study, appreciation, and production of theatrical works. Notwithstanding any other provision of these bylaws, the Warren Players shall not carry on any activities not permitted to be carried out by organizations exempt from federal income tax under section 501 (C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

#### Section C Mission Statement

The goal of Warren Players is to provide the opportunity for all who are interested in the theater to participate in an atmosphere focused on:

- 1. Enjoyment in the process.
- 2. The building of friendship and community.
- 3. The presentation of quality theater to the public.

## 16 Article II Membership

#### Section A General Membership

- Any individual who has volunteered in a Warren Players production within the last <u>five (5)two</u> seasons shall be considered an active member.
- 2. All active members, who are at least fourteen (14) years of age at the time of the voting, shall have the privilege of voting at all general membership meetings.

## 22 Article III Administration

## Section A Board of Directors

1. The affairs of Warren Players shall be conducted by a Board of Directors, consisting of the elected officers, appointed officers, and members at large.

## Section B Duties of the Board

- 1. To plan and carry out the theatrical program of Warren Players including the selection and scheduling of productions, workshops, and other program events.
- 2. To be responsible for the selection and supervision of Show Directors, Production Managers, and other technical personnel.
- 3. To administer the business affairs of Warren Players connected with theatrical programming and rental of Warren Players' property outside the stipulations established in the Memorandum of Understanding agreement with the Struthers Library Theatre.
- 4. To administer monies received from all income streams.

## Section C Operating Schedule

1. The fiscal year of Warren Players shall be from July 1 of one year to June 30 of the next.

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#### Section A Members

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- 1. The general membership, along with the Board of Directors elects the following officers.
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
- 2. No other offices are elected by the general membership.

#### Section B Qualifications

- 1. Elected officers must be currently active members in good standing.
- 2. Elected officers must have been a board member for at least one (1) year.
- 3. Elected officers are to be at least twenty-one (21) years old.
- 4. An exception to these qualifications would be the appointment by the President or election by the membership of a qualified individual with experience relevant to the respective board position.

## Section C Election of Officers

- 1. Elections are to be held during the Annual Meeting each year.
- 2. Elections are to be chaired by the Nominating Committee Coordinator.
- 3. Elections shall be by written ballot and the candidates receiving the highest number of votes for any one office shall be considered duly elected. In the case of a tie vote, the balloting shall be repeated until a person is so elected and all offices filled.
- 4. In the event that there is only one nomination for any position, the written ballot for that position may be omitted upon proper passage of a motion to the effect that the Secretary cast a unanimous ballot for each position.

### Section D Term of Office

- 1. The elected officers shall serve for a term of <a href="twoone">twoone</a> (2+) years coincidental with the beginning of the fiscal year of their election or appointment to the end of the fiscal year.
- 2. All officers may be reelected for one (1) additional term pursuant to the following terms:
  - (a) No officer may be elected for more than two (2) consecutive terms to the same office.
  - (b) Upon serving two (2) consecutive terms, a period of one term at least two (2) years must pass before an officer may hold the same office again.
- 3. An elected officer can be removed from office with a majority vote approval by the Board of Directors.

## Section E Filling of Vacancies

1. Vacancies that occur among the elected officers after the election shall be filled through appointment by the President with a majority vote approval by the Board of Directors.

## Section F Discipline

- The Executive Board shall be responsible for ensuring that the <u>Code of Conduct</u> \* is followed
   by all parties involved with Warren Players.
  - 2. Complaints may be brought by anyone and will be evaluated by the Executive Board which will either address the concerns, or in serious cases recommend dismissal of the party from membership in Warren Players to the Board of Directors for a vote.

#### **Article V** Duties of the Elected Officers

Section A Officer Responsibilities.

- All Elected Officers leaving their office shall be responsible for orienting the incoming officer
  to the specific duties of that office, passing on all written material and computer files relating to
  the position, as well as showing the newly elected officer any specific responsibilities related to
  the website. They shall also review the Job Description together.
- 2. Job Descriptions are created and maintained by the Board of Directors and each Officer for each position. Click on each job title to view the corresponding job description. \*
- 3. President

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- 4. Vice-President
- 5. Secretary
- 6. <u>Treasurer</u>

#### Section B Special Committees (Appointed by Executive Board)

- 1. Budget Committee
  - (a) The Budget Committee shall prepare the annual budget for Warren Players as required by the financial relationship with the Struthers Library Theatre.
  - (b) The Budget Committee shall also work directly with Show Directors and Production Managers to establish budgets for all shows.
  - (c) The President, Treasurer, each Show Director and at least one other board member shall serve on this committee.
- 2. Nominating Committee
  - (a) At least three (3) months prior to the Annual Meeting, the Board of Directors shall select a Nominating Committee consisting of at least three (3) active members of Warren Players.
  - (b) No one may serve on the Nominating Committee more often than once every <u>four three</u> (<u>43</u>) years.
  - (c) No one currently serving on the Executive Board may serve on the Nominating Committee.
  - (d) The Nominating Committee is responsible for nominating at least one (1) candidate for each of the Executive Committee's positions.
  - (e) At least two (2) months prior to the Annual Meeting, the Nominating Committee shall make an public announcement at the Board of Directors Meeting soliciting volunteers for the positions which are to be voted on at the Annual Meeting. This is the time for current officers to publicly express their intention to run for re-election. If an officer is

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not eligible for re-election, the Nominating Committee Coordinator is to announce that
fact. Other board members may publicly volunteer at the board meeting as well.

(f) Following the Board of Directors Meeting, the Nominating Committee shall make a

(f) Following the Board of Directors Meeting, the Nominating Committee shall make a public announcement to the active members via social media and email to the active member database maintained by Players.

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121 0) This same announcement is to be made at the Board of Directors meeting two (2)
122 months prior to the election.

0)1) This is the time for current officers to publicly express their intention to run for re-

0) If an officer is not eligible for re-election, the Nominating Committee Coordinator is to announce that fact.

- (j) Other board members may publicly volunteer at the board meeting as well.
- (k)(g) Other board members as well as any other active members should contact the Nominating Committee no later than two weeks after the public announcement was made to express their interest in any of the positions to be included on the ballot.
- (1)(h) Assuming the individuals expressing interest meet the requirements stated earlier in Article IV, Section B, Qualifications, their names are to be included on the Nominating Committee's Ballot for presentation at the pre-election meeting.
  - (i) In the event a vacancy occurs among the nominees after the nominations are announced, the vacancy will be filled through the nominating committee with election at the Annual Meeting.
- (m)(j) Nominations will be accepted from the floor at the Annual Meeting.

## **Article VI** Appointed Officers

## Section A General

- All Appointed Officers are under the general direction of the Executive Board, and their duties, responsibilities and operating procedures may be modified or extended by the Executive Board as necessary.
- 2. All Appointed Officers may appoint as many assistants as they need to carry out their responsibilities.
- 3. All Appointed Officers shall submit an annual written report at the Annual Meeting
- 4. All Appointed Officers leaving their office shall be responsible for orienting the incoming officer to the specific duties of that office and passing on all written material and computer files relating to the position. They shall also review the Job Description together.
- An Appointed Officer can be removed from office with a majority vote approval by the Board of Directors.
- 6. Regardless of the number of positions held, an individual person gets one vote.

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#### Warren Players By-Laws Revised January 18, 2024 September 7, 2022 Section B Requirements and Standing Positions 152 1. Appointed Officers are approved by the Executive Board. 153 154 2. Appointed Officers will have been active members for at least one (1) year prior to taking 155 office except for an appointment of a qualified individual with experience relevant to the respective position with a majority vote approval by the Board of Directors. 156 3. The Executive Board shall have one individual fill each of the appointed positions. Job 157 Descriptions are created and maintained by the Board of Directors and each Officer for each 158 position. Click on each job title to view the corresponding job description. \* 159 **Advertising Coordinator** 160 (b) **Annex Coordinator** 161 **Box Office Coordinator** (c) 162 Costume Coordinator (d) 163 Grant Writer/Fundraiser Coordinator 164 (e) Historian 165 Immediate Past President 166 (f)1) The Immediate Past President's term shall coincide with the President's term. To 167 remain on the Board of Directors, the Immediate Past President must be in good 168 169 standing. (g)(h) IT Coordinator 170 (h)(i) Member(s) at large 171 1) The Board shall include at least one and not more than three (3) members at large to 172 help with overseeing the affairs of Warren Players. 173 (i)(j) Membership Coordinator 174 175 **Program Committee Chair** 176 Diversity and Ethics Production Liaison **Props Coordinator** 177 Social Media Coordinator 178 (m)(n) 179 (n)(o) **Sound Coordinator Usher Coordinator** 180 (p)(q) Youth Liaison (Optional) 181 **Article VII** Meetings 182 Section A Meetings of the Entire Membership 183

A meeting of the entire active membership shall be held once a year during the Annual

Annual reports of all officers shall be presented to the membership and other business

Meeting for the election of the Executive Officers. See Article IV, Section A.

1. Annual Meeting

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description for Production Liaison to change the title and responsibilities

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- Additional meetings of the entire membership may be held at such other times as appropriate and necessary.
- 3. Additional meetings may be called by the President, by a majority vote of the Board of Directors, or by request in writing to the President by five (5) active members.
- 4. All meetings of the entire membership require a public notice to the membership at least ten (10) days prior to the meeting, announcing the date, time, place, and purpose of the meeting.
  - (a) A Member Quorum consists of at least ten (10) non-board members and a Board Quorum, see <u>Article VII, Section B.1.(b)</u>.
  - (b) Measures will be considered passed by a vote of more than fifty (50) percent of the members in attendance and voting.
- 5. A list of all Warren Players active members in attendance at a meeting at which votes will be cast MUST be recorded in the minutes as having been included in the quorum.

#### Section B Meetings of the Board of Directors

- 1. The Board of Directors shall meet as frequently as needed.
  - (a) It is expected that most matters will be handled during regularly scheduled once-a-month meetings.
  - (b) A Board Quorum shall be defined as more than half of the Board of Directors members.
- 2. Meetings of the Board of Directors are open to any active member. Active members not on the Board of Directors may, with the permission of the presiding officer, address the board on matters under discussion, but may not vote.
- The anticipated date and time of the next regular Board of Directors meeting shall be announced prior to the adjournment of the present Board of Directors meeting.

#### Section C Attendance and Participation at Board of Directors Meetings

- 1. Attendance is mandatory, as well as a report from each Board member.
- Anticipated absences must be communicated to the President or Secretary prior to the missed meeting.
- 3. Board members will be held accountable for the fulfillment of all duties laid forth in their job description.
- A lack of communication after missing three (3) consecutive meetings will result in the
  position being declared vacant. Positions will then be filled as detailed in <u>Article IV</u>, <u>Section E</u>.
- 5. Timely matters of the Board of Directors that occur between meetings may be resolved via email.
- The President shall provide a virtual means of attending meetings. Board members who attend meetings virtually are considered present.

## **Article VIII** Productions

## Section A

### Revised January 18, 2024 September 7, 2022

- 1. The Program Committee shall select and/or propose shows for Warren Players to perform proposing a minimum of three (3) productions per fiscal year.
  - The Board of Directors must vote on and approve the shows that are presented by the Program Committee.

#### Section B

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- Warren Players shall seek out interested parties to serve as Show Directors. The Board of Directors is responsible for approving the Production Manager and the the Stage Manager that is are selected by the Show Director.
- Show Directors must be <u>qualified experienced</u> or shall require a <u>qualified n experienced</u>
   Assistant Directormentor to assist.
- Show Directors will select a Production Manager (Producer) and a Stage Manager, who must be shall also require qualified experience and certified at no less than a Level 2 on the fly system or shall require a qualified Assistant Stage Manager, mentor to assist.
- 4. Either the Show Director or the Production Manager may use a mentor on the same show, that is only one or the other may use a mentor on a show at the same time. Either the Show Director or the Production Manager must have previous experience.
- 5. 4. Any Assistant Director or Assistant Stage Manager The mentor for any of the three positions mentioned above shall not be involved in the show as a Show Director or Stage Manager. in any other significant capacity.
- 6-5. For musicals, a <u>qualified n experienced Music Vocal</u> Director <u>and/or Music Director</u> shall be selected by the Show Director.

#### Section C Casting of parts in plays and musicals.

- Casting sShall be ultimately decided by the Show Director, but to avoid conflicts of interest, auditions shall require a minimum of two (2) additional members of the production team (such as an Assistant Director, Production Manager, Vocal Director, or <u>Music Director, Mentor</u>) be present and have input.
- 2. The Vocal Director shall be present at auditions for musicals. The Vocal Director will be considered one of the two (2) additional production team members required for auditions.
- 3. A Warren Players member plus alternate, appointed by the Warren Players Board, who is not auditioning or on the production staff must also be present at all auditions to provide input.
- 4. Pre-casting shall be prohibited, and parts should not be promised to anyone prior to auditions. Suggesting a person should audition is fine as long as the part is not pre-offered.

## Section D Clearances

- 1. All adults eighteen (18) years of age and older involved in productions which have minors shall obtain proper clearances to ensure safety of minors.
- For productions which have minors, Show Directors shall provide the instructions to obtain the proper clearances in the audition materials.
- 4-3. The proper clearances must be provided to the Show Director, or the Show Director's designee, on or before the date of any interaction in productions with minors without parents/guardians present.

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## **Article IX** Amendments

#### Section A

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- 1. These by-laws may be amended at any time in the following manner:
  - (a) All proposed amendments must be sponsored in writing by five (5) active members of the Board of Directors. The Board shall call a meeting of the membership, to be held within forty-five (45) days from receipt of the proposed amendments.

Article I. (b) Amendments require a Board Quorum and a two-thirds approval of the members present.

## Article X Sale of Articles Owned by Warren Players

#### Section A

1. The sale of any article owned by Warren Players is the responsibility of the Board member responsible for the article(s) in question, with prior approval by the Board of Directors.

### **Article XI** Dissolution of Warren Players

## Section A Approval of Dissolution

- 1. Warren Players may be dissolved only:
  - (a) By approval of two-thirds of the members of the Board of Directors and;
  - (b) By approval of two-thirds of the active members present at a general membership meeting called for the purpose of dissolution at which a Member Quorum is present. (see <a href="Article VII Section A.4.(a)">Article VII Section A.4.(a)</a>)

## Section B Act of Dissolution

Should Warren Players be so dissolved, the Board of Directors shall, after paying all liabilities of the organization, dispose of all the remaining assets of Warren Players to other organizations as shall at that time qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

## Article XII Parliamentary Authority

### 291 Section A

- 1. The rules in the current edition of Robert's Rules of Order shall govern Warren Players in all cases to which they are applicable and in which they are not inconsistent with the by-laws and any special rules of order Warren Players may adopt.
- \* Hyperlinked documents can be found on the Warren Players website at <a href="www.warrenplayers.com">www.warrenplayers.com</a> or in the Warren Players office.

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#### November, 2020

- 2. Article III, Section A, Change "six (6)" to "seven (7)".
- 3. Article III, Section C, Change "June" to "September" and "May" to "August".
- 4. Article V, Section, Move Program Committee from "Section B, Special Committees" to Article VI, "Section C, Standing Committees".
- 5. Removed verbiage "(Production Liaison is chairperson)"
- 6. Article VI, Section D, Item 4: Add Change "Webmaster" to "It Coordinator".
- 7. Article VI, Section D, Add Item 6, paragraph for: "Sound Coordinator".
- Article VIII, Section B, Subsection 1, strike "the Director, Assistant Director, Production Manager, and Mentor (if
  applicable) be present and have input" and replace with "a minimum of 2 additional members of the production
  team (such as an assistant director, production manager, vocal director, or mentor) be present and have input".
- Article VIII, Section B, Subsection 2, add "The Vocal Director will be considered one of the 2 additional production team members required for auditions.
- 10. Article VIII, Section B, Subsection 3, Change to Subsection 4.
- 11. Article VIII, Section B, Subsection 3, Add "A Warren Players member, appointed by the Warren Players Board, who is not auditioning or on the production staff must also be present at all auditions to provide input."

#### August 2022

- 13. Enumeration and additional sections in nearly all locations for consistent referencing and formatting.
- 14. Elimination of specific date references when such references cause unnecessary redundancy especially in reference to the Annual Meeting.
- 15. Whenever "Director" is called in reference to a "Show Director", the addition of "Show" to distinguish such differentiation is made.
- 16. Clarifications to "Board" by rewording to "Board of Directors" as necessary.
- 17. Article I, Add Section C, Mission Statement
- 18. Article II. Section A.1. Strike "been involved" and replace with "volunteered".
- 19. Article II, Section A.2, Add "fourteen" after "at least"
- 20. Article II, Section B, Eliminate the section discussing Life Members. Life Members are no longer required to be discussed. The concept no longer continues to function within the active life of Warren Players. Individuals who hold Life Membership are to be honored, but to the best of the By-laws Committee Members' knowledge, there is no list of members.
- Article III, Section A, Eliminate redundant description of the various elements of the Board of Directors and move to areas more apropos to the descriptions being made.
- 22. Article III, Section B, Rephrase to include infinitive verb forms
- 23. Article III, Section B.3, Add "the" before "business affairs" and "Warren" before "Players" for clarity.
- 24. Article III, Section B.4, Strike "grants and memorials" and replace with "all income streams".
- 25. Article III, Section C, Operating Schedule, Change Fiscal year to correspond to SLT's fiscal year which was the original intent in the last change. Strike "September" and replace with "July" and strike "August 31" and replace with "June 30".
- Article IV, Section A, Add section to define Executive Board. This adds one letter to each of the following Sections
  in this Article.
- 27. Article IV, Section B, Qualifications, Eliminate the word "preferably" for clarity, add active requirement, past board member requirement, and minimum age requirement.

- 28. Article IV, Section B, Add "to these qualifications" before "would" for clarity.
- 29. Article IV, Section C, Election of Officers, Reword paragraph regarding when we hold the elections, specify that the Nominating Committee Coordinator has the responsibility to chair the election process. The description of the Nominating Committee will occur in Article V, Section B. This eliminates redundancy and focuses the definition of responsibilities and definitions.
- 30. Article IV, Section D, Term of Office, Eliminate date references for terms of office. Strike the sentence "All officers may be reelected for additional terms." and replace with point 2 developing term limitations.
- 31. Article IV, Section D.3 Add point.
- 32. Article IV, Section E Filling of Vacancies, Enumerate, move Nominating information to Article V, Section B.2, Nominating Committee.(h), eliminate any wording specific to dates, reword to more general wording regarding time frames, reword for clarity.
- Article IV, Section F, Discipline, Enumerate the paragraph and climinate the word "full" prior to "Board of Directors"
- 34. Article V Section A, Added new numbers 1 and 2 which adds 2 to the old point numbers
- 35. Article V, Section A.1, Add sentence "They shall also review the Job Description together."
- Article V, Section A, Points 4 7, Moved all Job description information to Job Description documents located on website and linked to them.
- 37. Article V, Section B.1 Nominating Committee,
  - . Enumerate points that already exist
- 39. Article V, Section B.2 Nominating Committee
  - . Enumerate points that already exist
  - . Reword to eliminate specific date expressions
  - . Increase number on committee from "no more than three" to "at least three"
  - . Stipulate that no one may serve on the Nominating Committee more often than once every three years,
  - . Specify committee's responsibility to solicit for volunteers,
  - . Describe how current officers are to express willingness to continue to serve if eligible,
  - . Specify how soon interest from others must be expressed to the committee.
- 47. Article 5, Section F.2 Correct "can" with "may".
- 48. Article VI, Appointed Officers and Standing Committees, Strike "and Standing Committees"
- 49. Article VI, Change all references of "officers and coordinators" to "Appointed Officers".
- 50. Article VI, Section A.4, Add sentence "They shall also review the Job Description together."
- 51. Article VI, Section A.5 and 6, Add points
- 52. Article VI, Section B, Change from "Committee Coordinators" to "Requirements and Standing Positions", eliminate "preferably" for clarity. Eliminate Job Description information and simply list the Job Titles with a link to the Job Description documents posted on the website.
- 53. Article VI, Section B.3.(n) Add "Grant Writer/Fundraiser Coordinator" position to the Board of Directors.
- Article VII, Section A.1.(a) Strike "officers (Pres., Vice Pres., Treasurer, Secretary) (as prescribed by Article IV, Section B)" and replace with "Executive Officers. See Article IV, Section A".
- 55. Article VII, Section A.2 Break into points 2 and 3.
- 56. Article VII, Section A.3 Strike "An" and capitalize "Additional".
- 57. Article VII, Section A.4 Strike "(local newspaper, email list, social media, etc.)".

- 58. Article VII, Section A.4 Add "at least" before "ten (10) days".
- 59. Article VII, Section A.4.(a) Clarify definition of "Member Quorum".
- 60. Article VII, Section A.4.(b) Strike "when" and replace with "by a vote of" and strike "vote in the affirmative" and replace with "and voting."
- 61. Article VII, Section B.1.(a) Strike "However,".
- 62. Article VII, Section B.1.(a) Strike "The President shall set the date, time and place of Board meetings." since it is a part of the position's Job Description.
- 63. Article VII, Section B.1.(b) Strike "one"
- 64. Article VII, Section B.1.(b) Add "Board of Directors" to clarify meaning of when this definition of quorum applies.
- 65. Article VII, Section B.3 Add point.
- 66. Article VII, Section C.5 Added point to clarify when to use email to vote.
- 67. Article VII, Section C.6 Added point to accommodate members unable to attend in person.
- Article VIII, Section A, Added for Formatting consistency which bumped the rest of the Sections up one letter and enumerate.
- 69. Article VIII, Section A.2 Strike "will be performed" and replace with "are presented by the Program Committee".
- 70. Article VIII, Section B.1 Insert "." after "Show Directors", strike "Crew" and replace with "Manager and the Stage Manager", strike "assembled" and replace with "selected".
- 71. Article VIII, Section B.4 Strike "of" and strike "above two positions" and replace with "Show Director nor the Production Manager".
- 72. Article VIII, Section B.5 Strike "either" and replace with "any" and strike "two" and replace with "three".
- 73. Article VIII, Section C.3 Add after "member" "plus an alternate".
- 74. Article, VII, Section C, 4 Add point.
- 75. Article VIII, Section D.1 Promote to unique Section Heading D, eliminate "(cast, crew, etc.)", add to "All adults" the phrase "eighteen (18) years of age and older" for clarity, add "which have minors" after productions".
- 76. Article IX, Section A, Added for Formatting consistency.
- 77. Article X, Section A, Added for Formatting consistency.
- 78. Article XI, Section A.1.(b) Strike "voting" and replace with "member" since that is the named definition. See link in document.
- 79.1. Article XII, Section A.1 Strike "the" before "Warren Players".