

# INTERNATIONAL CENTRE FOR WOMEN PLAYWRIGHTS

## REGULATIONS

### ARTICLE I GENERAL

#### Section 1.1 - Name

The name of the organization shall be the International Centre for Women Playwrights, Inc. hereinafter referred to as the ICWP.

#### Section 1.2 - Powers

The ICWP shall have the following powers, which shall be exercised by the Board of Trustees and its officers;

- (a) To receive, from whatever source, and to administer gift, legacies, devises, grants and grants-in-aid, whether restricted or for specific purposes; to hold cash, securities and real and personal property to the extent from time to time permitted by law; to invest and reinvest any funds received; to purchase, use, improve, operate, manage, lease, sell, convey, pledge, mortgage and dispose of property, and to borrow money for the improvement of any such property;
- (b) To pay a reasonable compensation or fee for services rendered or furnished;
- (c) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (d) To see, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
- (e) To make contracts and incur liabilities, engage legal counsel, accountants, other necessary professionals, employees and agents, borrow money at such rates of interest as the ICWP may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
- (f) To participate in earned income opportunities to benefit the ICWP;
- (g) Unless otherwise provided in the Articles of Incorporation, as such may be amended or restated from time to time, to make donations for the public welfare or for charitable, scientific or educational purposes and to cooperate with and to contribute to and support other organizations engaged in promoting the purposes of the ICWP and to do all things incidental thereto; and
- (h) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the ICWP is organized.

## ARTICLE II INTERPRETATION OF REGULATIONS

### Section-2.1 - General

Whenever the word she or her is used herein, such word shall be construed to include he or him where appropriate.

## ARTICLE III MEMBERSHIP

### Section 3.1 - General membership

The ICWP general membership is comprised of those who support the goals of the organization with any combination of their time, money and conviction and who are listed on a mailing list, which is maintained by the Board of Trustees.

### Section 3.2 - Voting Members

Amended (INSERTION) by vote at the Annula meeting February 2002

Anyone interested in supporting and furthering the purposes of ICWP shall be eligible for membership as a voting member of ICWP. The organization welcomes members of all races, genders, ethnic and religious backgrounds, ages, classes, sexual/affectional preferences, and those who are physically challenged. All persons desiring to become voting members of the ICWP shall fill out an application form determined by the Board of Trustees of the ICWP. Applicants shall be admitted as voting members upon payment of the appropriate membership dues for the then current year, as determined by the Board of Trustees. Voting membership shall be renewed each year.

Names of current voting and general members of ICWP will be included in a list of voting and general members to be maintained by the Board of Trustees.

#### INSERTION:

- i) Members will have a period of grace within which to renew their membership. If a member's dues remain unpaid after the period of grace their names will be removed from the members' list. Voting rights and all other membership benefits will be maintained during the period of grace.
- ii) The period of grace referred to above will be 2 months from the renewal date.

All voting members shall have the rights and privileges determined from time to time by the Board of Trustees including, but not limited to, the following:

- (a) Voting members may hold any elected office in the ICWP. They may vote in all ICWP elections, including annual elections of members of the Board of Trustees, elections regarding changes in ICWP Regulations, and any special elections called by the ICWP membership or the Board of Trustees;
- (b) Voting members may serve as heads or members of ICWP committees and are eligible to vote in any Committees on which they serve;

(c) Voting members may attend any meeting of the ICWP Board of Trustees and, upon reasonable prior request to the Secretary, shall be placed on the agenda to speak;

(d) Voting members shall be kept informed of ICWP activities through any newsletters, special announcements or bulletins published by the ICWP, and through notices of meetings.

(e) Voting members shall have reasonable access to records of Board of Trustees meetings upon request; (f) Voting members may override any resolution of the Board of Trustees by a two-thirds vote of the voting membership present at a special meeting of the membership (at such a special meeting, officers and members of the Board of Trustees would vote as individual ICWP voting members); and (g) Voting members shall have all other rights and privileges accorded to members of non-profit corporations under the Ohio Non-Profit Corporation Code.

#### ARTICLE IV MEETINGS OF THE MEMBERSHIP

##### Section 4.1 - In General

ICWP shall conduct meetings or programs to which all members and the general public are invited at least once per year or as frequently as a majority of the Board of Trustees require. The Board of Trustees shall determine the dates of these meetings.

##### Section 4.2 - Notice of Meetings

Notice to any meeting of the membership shall be given to all members of the ICWP at least ten (10) but not more than sixty (60) days prior to the commencement of the meeting. Notice shall be given in writing or by other personal communication, including electronic mail, at the address shown on the membership lists maintained by the Board of Trustees.

##### Section 4.3 - Annual Meetings

The Annual Meeting of the ICWP may be held the second Monday of February of each year (or such other date as selected by the Board of Trustees), at such time and place and in such manner as the Board of Trustees may from time to time determine, for the purposes of electing Trustees and transacting such business as may properly come before the meeting.

##### Section 4.4 - Special Meetings

Special meetings of the membership may be called by any member of the Board of Trustees at her discretion and must be called by the Board of Trustees upon the written request of a majority of the voting members of ICWP, or of a majority of the Board of Trustees. Written notice of such meeting and of the purpose of such meeting shall be given by the Secretary to all members of ICWP as required under these Regulations. Notice of any special meeting of the members of the ICWP shall specify the purpose or purposes for which the meeting is called.

##### Section 4.5 - Waiver of Notice

Whenever any notice is required to be given to any member under the

provisions of these Regulations, the Articles of Incorporation or applicable Ohio law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members of the ICWP need be specified in the waiver of notice of such meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by her of the lack of proper notice of such meeting.

#### Section 4.6- Proxy

Any voting member may, by letter, telegram, cable, facsimile, electronic mail, or other written instrument, appoint a proxy to act or consent at any meeting.

#### Section 4.7 - Quorum and Action by the Voting Members

At all meetings of the members of the ICWP, a quorum shall be required for the transaction of business and shall consist of those voting members present at the meeting. The act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these Regulations. If less than a quorum as required by law or by these Regulations is present at any meeting, the meeting may be adjourned by a majority of those present to such other time and place as determined by such majority. 20

#### Section 4.8 - Action Without a Meeting

Any action required or permitted to be taken by the voting members may be taken without a meeting if all voting members consent in writing to the adoption of a resolution authorizing the action.

### ARTICLE V BOARD OF TRUSTEES

#### Section 5.1 - Number and Composition

The affairs and property of the ICWP shall be managed by a Board of Trustees consisting of at least nine (9), but not more than fifteen (15) members, the specific number to be set by resolution of the Board. The number of Trustees may be changed from time to time by amendment to the Regulations, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee. All Trustees must be voting members of the ICWP in good standing. The Board of Trustees should reflect the multicultural, international character of the ICWP.

#### Section 5.2 - Classification and Election

The Board of Trustees shall be divided into two classes. The respective terms of the two classes of trustees are staggered so that at any time the term of one class will expire at the next Annual Meeting of the ICWP thereafter occurring, and the term of the second class will expire at the second Annual Meeting of the ICWP thereafter occurring. At each Annual Meeting of the ICWP, the successors of the Trustees of the class whose term will expire in that full year shall be elected to hold office for a term

expiring at the Annual Meeting of the Corporation occurring in the second year after the date of their election and shall be elected by the affirmative vote of a majority of the voting members. In each instance, Trustees shall remain trustees until their successors are chosen and qualified, unless removed in accordance with Ohio law.

### Section 5.3 - Nominations

All nominees who agree to run for office as Trustee shall be placed on the ballot. The Secretary of the ICWP shall distribute a copy of the ballot to the last recorded mailing or electronic mail address of each member together with the notice of the Annual Meeting.

Additional candidates for office may be nominated during the annual meeting, and the Secretary shall call for such nominations at each annual meeting prior to the actual election. All candidates must inform the ICWP Secretary of their willingness to serve in order to be included on the ballot.

### Section 5.4 - Resignations, Vacancies

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Vacancies in the Board of Trustees created by any circumstance may be filled by a majority of the remaining Trustees attending any meeting of the Board of Trustees, even though less than a quorum is present. A Trustee thus elected to fill any vacancy shall hold office for the unexpired term of her predecessor and until her successor is elected.

### Section 5.5 - Removal

Any Trustee may be removed or suspended from her office as Trustee, with or without cause, by a three-fourths vote of the disinterested members of the Board of Trustees.

### Section 5.6 - Action by Committee

The Board of Trustees may designate one or more committees, each of which shall consist of at least one Trustee of the ICWP and two or more voting members of the ICWP. Each committee of the Board of Trustees shall report regularly on their activities to the Board of Trustees. Such committee(s), to the extent provided by the Board of Trustees' resolution, shall exercise authority in the management of the ICWP, except that no committee shall have the authority to: (a) amend, alter or repeal these Regulations; (b) elect, appoint or remove any member of any other committee or any Trustee or officer of the ICWP; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the ICWP not in the ordinary course of business; (f) authorize the voluntary dissolution of the ICWP or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the ICWP; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it or her by law.

### Section 5.7 - Records and Reports

The Board of Trustees shall keep a record of its proceedings and shall make

such records available to the ICWP membership upon request. Financial and other records of the organization will be open to any member for examination, in the presence of an ICWP officer.

#### Section 5.8 - Compensation

Amended (INSERTION) by vote at the Annual Meeting February 2002

No member of the Board of Trustees shall receive, directly or indirectly, salary or compensation from ICWP except for reimbursement of expenses necessarily incurred in effecting one or more purposes of ICWP and only upon Board of Trustees approval of such expenses.

#### INSERTION:

Re-imbusement for such expenses must be claimed, in writing (or electronic mail), by application to the Treasurer, within 60 days of the expenses being incurred. Original receipts must be sent with the claim to the Treasurer.

#### Section 5.9 - Conflict of Interest

Any member of the Board of Trustees with a conflict of interest in the operation of the ICWP or in furnishing supplies or services to the ICWP shall declare that conflict of interest to the Board of Trustees during a Board of Trustees meeting. Authorization shall then be up to a majority vote of the Board of Trustees. No Board of Trustees member shall have the right to vote on any matters before the Board of Trustees, which are the subject of such a conflict of interest.

### ARTICLE VI

#### MEETINGS OF TRUSTEES

##### Section 6.1- Meetings of Trustees

The Board of Trustees shall meet at least four (4) times per year, or as frequently as determined by the Board of Trustees for the transaction of business, at such time and place and in such manner as determined by the Board of Trustees. Meetings may be called by the President, any Vice President, or any two Trustees.

A special meeting of the Board of Trustees may be called at any time by any Board of Trustees member acting alone or at the request of any three (3) or more voting members of the ICWP.

##### Section 6.2- Notice

Notice of Board meetings or meetings of any committee of the Board shall be given to all Trustees or committee members, as the case may be, in writing or by other personal communication with the Trustee, including electronic mail, not less than two (2) days before the meetings. Notices in writing may be personally delivered, sent by facsimile or electronic mail, or mailed to the Trustee at her location as shown on the records of the ICWP. Neither the business to be transacted at nor the purpose of any meeting of the Board of Trustees or any committee need be specified in the notice of such meeting.

##### Section 6.3 - Waiver of Notice

Whenever any notice is required to be given to any Trustee under the provisions of these Regulations, the Articles of Incorporation or applicable Ohio law, a waiver thereof in writing, signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees or meeting of any committee of the Board of Trustees need be specified in the waiver of notice of such meeting. The attendance of any Trustee at any such meeting without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by her of the lack of proper notice of such meeting.

#### Section 6.4 - Proxy

Any Trustee may, by letter, telegram, cable, facsimile, electronic mail, or other written instrument, appoint a proxy to act or consent at any meeting.

#### Section 6.5 - Quorum and Action by the Board of Trustees

At all meetings of the Board of Trustees, a quorum shall be required for the transaction of business and shall consist of a majority of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Regulations. If less than a quorum is present at any meeting, the meeting may be adjourned to such time and place as those present shall determine.

#### Section 6.6 - Action Without a Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent in writing to the adoption of a resolution authorizing the action.

#### Section 6.7 - Procedure

Meetings of the Board of Trustees shall be presided over by a rotating chair that has been designated at the previous meeting. The agenda and order of business at every meeting shall be determined by members of the Board of Trustees. Additional items may be added by members of the ICWP present at a meeting by a majority vote approving the addition of such agenda items. Votes will be taken after full discussion.

## ARTICLE VII OFFICERS

#### Section 7.1 - Composition and Election

The Board of Trustees shall, at the first meeting of the Board of Trustees after the Annual Meeting, elect from among their members a President, one or more Vice-Presidents, a Treasurer, a Secretary, and any additional officers as the Board of Trustees may determine. Such additional officers or members of the Board of Trustees shall have such authority and perform such duties as the Board of Trustees may prescribe. All officers shall be elected by the Board of Trustees and shall hold office at the will of the Board of Trustees.

The officers of the ICWP shall be elected for one-year terms as prescribed in this section. Unless an officer dies, resigns or is removed from office, she shall hold office until the next meeting at which officers are regularly elected or until her successor is elected.

## Section 7.2 - Resignation; Vacancies.

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. If a vacancy occurs in an office for any reason, it may be filled by a vote of a majority of the Trustees attending any meeting of the Board of Trustees, even though less than a quorum is present. An officer thus elected to fill any vacancy shall hold office for the unexpired term of her predecessor and until her successor is elected.

## Section 7.3 - Removal.

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least two-thirds of the number of Trustees then in office whenever, in the Board's judgment, the best interests of the ICWP would be served thereby.

## Section 7.4 - President.

The President shall be the chairperson of the Board of Trustees and, in the absence of co-chairs appointed to preside over meetings of the Board, shall preside over such meetings. The President shall appoint committee chairpersons with Board approval and shall perform such other duties as the Board of Trustees may require. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Trustees by these Regulations to some other officer or agent of the ICWP or are required by law to be otherwise signed or executed by some other officer or in some other manner.

## Section 7.5 - Vice-Presidents

Each Vice President shall perform such duties as from time to time may be assigned to him or her by the President or the Board. The chairperson of each committee shall hold the title of Vice President, except for the chair of the Financial Committee, which shall be the Treasurer.

## Section 7.4 - The Secretary

The Secretary of the Board of Trustees shall give notice of meetings of ICWP and of the Board of Trustees. The Secretary shall also perform such other related duties as may be assigned by the Executive Director or (or Co-Director) or Board of Trustees from time to time.

The Secretary shall keep the records of ICWP, keep the minutes of the meetings, and keep a register of the post office address of each member, which shall be furnished, to the Secretary by the members. The Board of Trustees or the Secretary may appoint one or more members as a recording secretary for one or more meetings of the Board of Trustees.

## Section 7.5 - The Treasurer

The Treasurer shall have general charge of the funds of ICWP subject to the direction of the Board of Trustees. The Treasurer shall comply with any reporting requirements as may be required from time to time.

(a) - Fiscal Management. The Treasurer shall collect the dues and keep the accounts of ICWP; deposit all funds received in a foundation approved by the Board of Trustees; provide a written report at each regular meeting of the Board of Trustees and at membership meetings; and make an annual report at

the annual membership meeting. The Treasurer shall have such other duties as may from time to time be assigned to her by the Executive Director (Or Co-Director) or by the Board of Trustees. The fiscal year of the ICWP shall be the twelve (12) month period determined by the Board of Directors.

(b) - Expenditures. The Treasurer shall pay all bills incurred on behalf of the ICWP, evidenced by written voucher or other written statement of account, upon authorization by the Board of Trustees.

(c) - Income. All income from activities of the ICWP shall be applied to the maintenance, expansion or operation of the lawful activities of the ICWP.

(d) - Audit. The accounts of the Treasurer may be audited at such times and in such manner as the Board of Trustees may direct.

## ARTICLE VIII COMMITTEES

### Section 8.1 - In General

In addition to the authority given the Board of Trustees of Directors in Section 5.6 of these Regulations to create committees, the Board of Trustees may approve or continue the existence of such Committees already established to advance the purposes of ICWP. The authority vested in the Board of Trustees shall extend to its committees. The chairperson of each committee shall be elected by the members of the committee. The membership of a committee shall consist of at least one ICWP Trustee and at least two voting members of the ICWP.

It shall not be necessary for the Board of Trustees to adopt a resolution each year specifically continuing the existence of an ICWP committee. The Board of Trustees of ICWP is empowered to discontinue the existence or operation of any committee at any time.

### Section 8.2 - Term of Office

Each committee member shall continue as a committee member until the committee is discontinued, or the member ceases to qualify as a member of ICWP.<sup>20</sup>

### Section 8.3 - Vacancies

All vacancies in a committee may be filled by the committee for the remainder of the term.

### Section 8.4 - Quorum, Committee Action

Unless otherwise provided in a resolution of the Board of Trustees, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section 8.5 - Rules

Subject to the approval of the Board of Trustees each committee may adopt rules for its own government not inconsistent with these Regulations or any

by-laws adopted by the Board of Trustees.

#### Section 8.6 - Reports

The Chairperson of each committee shall make such reports to the Board of Trustees as the committee or the Board of Trustees shall require and she shall present to the Board of Trustees for action any recommendations that the committee may make for expenditures or other action to be taken by or on behalf of ICWP.

#### Section 8.7 - Limitations

In addition to the limitations set forth in Section 5.6 of these Regulations, no committee shall contract for or make expenditures in excess of such appropriation as the Board of Trustees shall authorize. In no event shall any committee make expenditures on behalf of ICWP, make representations or other statements or take positions on behalf of ICWP, or otherwise act in the name of ICWP or as its agent without prior approval of the Board of Trustees.

#### Section 8.8 - Surrender of Materials; Removal

The chairperson of any committee who shall resign or fail to act for any reason prior to the completion of her term as chairperson shall upon the election of her successor immediately turn over to her successor all files and matter pertinent to the work done during her term. The chairperson of each committee shall upon termination of her service turn over to the Board of Trustees (or the Secretary) all files and matter relating to work done during her term.

### ARTICLE IX ADVISORY BOARD

#### Section 9.1 - Advisory Board

The Board of Trustees may appoint an Advisory Board of individuals who may or may not be members of the ICWP. Such individuals may be representatives of various community organizations or of national or international organizations which support the purposes of ICWP and which may provide advice with respect to any matter of concern to the Board of Trustees at the Board of Trustees' request. No set term shall apply to members of the Advisory Board.

Nominations for membership on the Advisory Board may be made by any member of the ICWP.

### ARTICLE X REFERENDUMS

#### Section 10.1 - Referendums

At the request of any 10 voting members of the ICWP or at the request of any member of the Board of Trustees, a referendum may be conducted at a special

meeting of the membership. A two-thirds majority of the voting members must vote (either in person, by proxy, or by mail ballot) in favor of the referendum for it to be effective. The Board of Trustees shall take any and all action(s) required by such referendum unless prohibited by law or these Regulations.

## ARTICLE XI MISCELLANEOUS

### Section 11.1 - Indemnification

The ICWP may indemnify any member of the Board of Trustees, member of the Advisory Board, any officer, or any former member of the Board of Trustees, Advisory Board, or officer of the ICWP, or any person who may have served at its request as a Board member or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by her in connection with the defense of any action, suit or proceeding in which she is made a party by reason of being or having been such member of the Board of Trustees, member of the Advisory Board, or officer, except in relation to matters as to which she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of any duty.

### Section 11.2 - Amendments

These Regulations may be amended, repealed, or altered in whole or in part at any meeting of ICWP. The members of ICWP shall be given notice of the meeting at which the proposal for amendment, repeal or other alteration is to be voted upon pursuant to the provisions of Section 4.3 of these Regulations, which notice shall include a description of the proposed by-law action. The affirmative vote of two-thirds (2/3) of the voting members present and voting at the meeting, assuming the existence of a quorum as required hereunder, shall be necessary for the adoption of any amendment.

### Section 11.3 - Effective Date

These Regulations shall be effective as of the date of their adoption by the Board of Trustees and the members of the ICWP and shall continue to be effective thereafter as amended from time to time.