

**Williamsburg Players, Inc.
Policy and Procedures Manual**

Title: Membership Proxy Votes (for Annual Meeting)		Number:
		File name: ProxyVoting
Date	Change Summary	
12/20/05	Initial inclusion into P&P Manual	

(Note, policies are statements or rules, procedures are methods or courses of action. The vertical line in the margin denotes last revision.)

1. **General:** The Williamsburg Players encourages participation and input from its members. At the Annual General Membership meeting, usually held in August of each year, the membership is encouraged to vote on the issues brought before them to include the election of new members of the Board of Directors. While attendance at the meeting is preferred, it is recognized that, for a multitude of reasons, a member may not be able to attend the meeting.

For this reason, eligible members may vote at the meeting using a proxy vote as defined and established by this policy.

2. **Membership:** Membership criteria is defined in Article II of the Williamsburg Players By-Laws. Only those persons who meet this criteria shall be eligible to vote by means of a proxy vote, or to receive and cast a proxy vote from another member.

3. **Definitions:**

- a. proxy:
 - i. A person authorized to act for another.
 - ii. The authorization to act for another.
 - iii. The written authorization for such action(The American Heritage Dictionary).
- b. Member: See Article II of the WP By-Laws.
- c. Written Authorization: To be valid, a written proxy vote must contain the following:
 - i. The individual member's name and signature.
 - ii. The name of the member to whom the proxy is given. Note: Only valid members may vote using a proxy.
 - iii. Any restrictions placed on the vote such as limiting the proxy to a single issue such as the election of Board members, or a statement stating that the proxy is without limits.
 - iv. The date of signature. A copy of the form to be used is available to be downloaded from the WP website(See attachment).

4. **Procedures:** The Secretary shall be provided the signed forms(See IIIc above) no less than 15 minutes prior to the scheduled start of the meeting. The Secretary, assisted by other current Board members, shall screen and validate the potential proxy, using a membership list as of June 30th of that year. All potential proxy votes from non-members will be disallowed.

Once the Secretary has validated the proxy, the president will be informed of the number of validated proxies, and a list of the members voting by proxy and the holders of those valid proxies will be posted in the meeting place prior to the start of the meeting subject

to the restrictions of IIIc(3) above. The member holding the proxy votes will be given a memo by the Secretary stating how many proxy votes that member may cast for each issue subject to any restrictions of IIIc(3) above.

Prior to any votes, the Secretary will announce to the members present how many proxy votes have been validated and who holds those proxy votes.

During the casting of votes on issues, the member holding the proxy votes will cast his or her vote plus the number of validated proxy votes recognized by the Secretary, and will announce the names of the member(s) for whom he or she is voting.

All such votes will be included in the ballot counting process.