

OutOftheBlackBox Theatre Company, Inc.

Bylaws

Enacted March 26, 2006

ARTICLE I NAME

The name of this theater company shall be OutOftheBlackBox Theatre Company, Inc. (O²B²) in all instances both public and private.

ARTICLE II PURPOSE AND OBJECTIVES

Section 1: PURPOSE

Notwithstanding any other provision of these articles, O²B² is organized exclusively for literary, theatrical and/or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

Section 2: OBJECTIVE

To stimulate, promote, teach and develop interest in the dramatic arts; to educate the general public in the dramatic arts; to advance the general level of culture in the field of dramatic arts; and, to establish and maintain a theatrical company for the production of dramatic arts in all forms.

In the furtherance of these objectives and in accordance with the powers conferred by its Certificate of Incorporation, O²B² may collect membership dues, admission fees, gratuities, and bequests; may buy or otherwise acquire, sell or otherwise dispose of real, personal, and mixed property of all types.

Section 3: RESTRICTIONS

A) O²B² is a not-for-profit corporation. No part of the net earnings of O²B² shall inure to the benefit of, or be distributable to, the members, Board members, or officers of O²B², except that O²B² shall have the authority and power to pay reasonable compensation for services actually rendered to or for O²B².

B) O²B² is non-political in character and shall not engage in political activities of any nature.

ARTICLE III FAIRNESS

It is recognized that no set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws or the Standing Rules, the issue shall be decided upon on the basis of fairness, the good of O²B², and common sense.

ARTICLE IV MEMBERSHIP

Section 1: REQUIREMENTS

- A) Membership shall be voluntary.
- B) Any person paying annual membership dues to the Treasurer shall be a member of O²B².
- C) Dues may also be paid to another member of the Board or a duly appointed representative of the Board. In this case, the Board member or representative shall issue a receipt to the member, then give the dues and a copy of the receipt to the Treasurer at the earliest opportunity.
- D) The qualifications set forth herein for membership in O²B² shall be the only qualifications for membership.

Section 2: BENEFITS

- A) A person must be a member to participate in any O²B² activity, including, but not limited to: acting, directing, producing, acting as House Manager and others. At the discretion of the Board, non-members may be utilized for other Corporation activities. Non-members are permitted to audition or interview for O²B² activities; however, upon accepting a position in a production, non-members must become members by paying membership dues (see Article IV, Section 3: DUES).
- B) Members who are eighteen (18) years of age or older holding a valid voting Membership for thirty (30) days or more may be nominated to hold elected office. Members younger than 18 may not hold an elected office, but may be appointed to fill a single honorary Board member slot as a “Junior” representative. Members aged fourteen (14) to eighteen (18) shall be accorded all other benefits of membership.
- C) Members who are fourteen (14) years of age or older holding a valid voting Membership for thirty (30) days or more may vote. Members younger than fourteen (14) may not vote, but shall be accorded all other benefits of membership.
- D) Each member eligible to vote shall be entitled to one vote in any and all matters requiring a vote of the membership.
- E) Each member may choose to vote in person or by proxy in either print or electronic form as specified by the Board.

Section 3: DUES

- A) Dues are payable when a person joins O²B², and after that, yearly, by July 31st. Dues shall be considered to have been paid when the Treasurer or designated Board member issues a receipt. In the event that the dues of a member, due to a mistake, are not properly given to or recorded by the Treasurer, the member shall be determined to be eligible to vote and run for office if it is found that he/she made a good faith effort to pay his/her dues on time. The Vice-President shall make the determination, in accordance with Fairness (see Article III: FAIRNESS), the good of O²B², and common sense.
- B) The Board shall determine the amount for dues annually.
- C) The amount of dues for members under the age of fourteen (14) shall be less than that for voting members.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

Section 1: BOARD OF DIRECTORS

A) The business and affairs of O²B² shall be managed by a Board of Directors (the Board) who shall set policy for O²B². The Board shall conduct, manage and control all of the affairs and business of O²B² and shall make rules and regulations not inconsistent with the laws of this state or the Bylaws of this corporation and generally shall supervise and regulate any and all activity of O²B².

B) The Board shall consist of a minimum of six (6) and a maximum of ten (10) members who are elected annually. The initial Board shall consist of four (4) members, who shall then appoint four ad-hoc members. In addition, an appointed honorary Board member slot may be established each year for a single representative under 18. The “Junior” Board member shall have full voting rights but no signature authority.

C) Any member of the Board may be removed from office by the affirmative vote of a majority of the members entitled to vote at a regular or special meeting of the members.

D) In the event of a vacancy in the Board due to death, resignation or vacancy other than by removal, the Board shall appoint a successor to fill the vacant position. Vacancy by removal shall require that a successor be elected to hold office for the unexpired term of the vacancy by the affirmative vote of a majority of the members entitled to vote at a special meeting of the members.

Section 2: OFFICERS

A) The Board shall appoint from within the elected board, the officers of O²B². The officers of O²B² shall be a President, Vice-President, Secretary and Treasurer, and shall be elected by a majority vote of the Board.

B) The officers of O²B² shall be elected annually at the first meeting of the Board held at the conclusion of the annual meeting of the members. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

C) Term limits for officers and Board members shall be determined in the Standing Rules of O²B².

D) Any officer or agent elected or appointed by the Board may be removed by a majority vote of the Board whenever, in their judgement, the best interest of O²B² would be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

E) In the event of a vacancy in any office due to death, resignation, removal or otherwise, the remaining members of the Board, by majority vote, may elect a successor to hold office for the unexpired term of the vacancy.

Section 3: DUTIES

A) Duties of the President: The President shall preside at all Board and member meetings; shall have the general supervision over the affairs of O²B² and over the other officers; shall sign all written contracts of O²B²; and, shall perform all such other duties as are incident to this office.

B) Duties of the Vice President: The Vice President shall perform the duties of the President in the absence of the President and shall be first in succession to the Presidency. The Vice President shall supervise the election process. These duties include, but are not limited to:

taking nominations; validating membership; appointing tellers; and, furnishing absentee ballots and instructions for submitting these ballots.

C) Duties of the Treasurer: The Treasurer shall perform the duties of the President in the absence of the President and Vice President. The Treasurer shall have the custody of all money of O²B²; shall keep regular books of accounts and submit them, together with all vouchers, receipts, records and other papers, to the Board for their examination and approval as often as they may require; shall prepare or arrange to have prepared all state and federal tax documents; and, shall perform all other duties as are incident to this office.

D) Duties of the Secretary: The Secretary shall perform the duties of the President in the absence of the President, Vice President and Treasurer. The Secretary shall issue notices of all meetings; shall be responsible for keeping the minutes of all meetings; shall have charge of all corporate books, records and papers, other than financial; shall verify receipt with his/her signature all written contracts of O²B²; shall maintain and manage the Membership Roster; and shall perform all other duties as are incident to this office.

Section 4: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The committee shall meet upon the call of the President and shall take such steps as are necessary to fulfill the aims and purposes and to carry out the authorized activities of O²B². All actions or recommendations of the Executive Committee shall be reported to the Board at the next meeting thereof.

Section 5: COMPENSATION

No compensation shall be paid to members of the Board or Officers, as such, for their services. Nothing herein shall be construed to preclude any member of the Board from serving O²B² in any other capacity and receiving compensation therefor.

ARTICLE VI MEETINGS

Section 1: GENERAL MEETINGS

All General Meetings shall be open to the public. The Board shall schedule a minimum of one meeting annually for the purpose of electing Board members. Announcements shall be posted to the Membership and the public no less than fifteen (15) days prior to a General Meeting. Conduct of general meetings shall be in accordance with Robert's Rules of Order.

Section 2: BOARD MEETINGS

Board Meetings shall be open to all members. The Membership shall be notified no less than fifteen (15) days prior to a Board Meeting. Conduct of Board Meetings shall be in accordance with Robert's Rules of Order.

Section 3: SPECIAL MEETINGS

A) A Special Meeting may be either a General Meeting or a Board Meeting.

B) Any voting member may request a Special Meeting by submitting a letter to the Board. The Board shall have the final decision as to whether a Special Meeting shall be called.

C) Appropriate notification of the meeting shall be made no less than fifteen (15) days prior to a Special Meeting.

D) Conduct of Special Meetings shall be in accordance with Robert's Rules of Order.

Section 4: EXECUTIVE BOARD MEETINGS

The President has the right to call Executive Board Meetings, which shall only be attended by the Board. Conduct of Executive Board Meetings shall be in accordance with Roberts Rules of Order.

Section 5: QUORUM

A) A quorum for the transaction of business of the Board shall consist of a majority of the members of the Board.

B) A quorum for the transaction of business at general meetings shall consist of the members present at the meeting.

ARTICLE VII ELECTIONS AND APPOINTMENTS

Section 1: NOMINATIONS

A) The nominating period for members of the Board shall be no earlier than 45 days and no later than 20 days prior to the scheduled annual meeting. The date for accepting nominations shall be announced at the same time as the announcement for the date of the annual meeting which shall occur no less than sixty (60) days prior to the annual meeting.

B) The Vice-President shall prepare a slate of nominees consisting of all individuals nominated within the nominating period by the membership and the membership shall be notified of all qualified nominees no less than fifteen (15) days prior to the election. The procedure on how to cast an absentee ballot shall be included in this notification.

Section 2: ELECTIONS

A) Elections shall be held at the regularly scheduled annual meeting of the membership which shall occur between April 1st and June 20th. The annual meeting date shall be announced no less than sixty (60) days prior to the annual meeting.

B) Members present shall cast their election votes by secret ballot.

C) Members unable to attend the annual meeting may choose to vote via electronic or print proxy prior to the annual meeting so long as the proxy is provided in writing and delivered by means of the following: hand delivery, conventional mail, email or any other electronic method approved by the Board.

D) Voting and the results shall be announced and certified before the close of the meeting.

E) Election procedures and voting methods shall be delineated in the Standing Rules.

ARTICLE VIII DISCIPLINE

A member may be removed from the Board or from membership in the organization, or both, for actions deemed harmful to O²B² including, but not limited to, acting in the name of O²B² without authority from the Board. The removal process shall be in accordance with Roberts Rules of Order.

ARTICLE IX AMENDMENTS

Amendments may be proposed in writing and delivered to any Board member by means of the following: hand delivery, conventional mail, email or any other electronic method approved by the Board three (3) weeks prior to a Board Meeting. Amendments must be passed by a majority vote of the Board. The amended Bylaws shall then be ratified by vote at the following General Meeting of the membership, and shall be considered effective only when approved by majority vote of the voting members present.

ARTICLE X DISTRIBUTION OF ASSETS

Section 1: NET EARNINGS

No part of the net earnings of O²B² shall inure to the benefit of any member, Board member or officer of O²B², or any private individual (except that reasonable compensation may be paid for services rendered to or for O²B²).

Section 2: DISSOLUTION

A) No member, Board member, or officer of O²B², or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of O²B².

B) In the event of dissolution, all of the remaining assets and property of O²B² shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization, to be used in such manner as, in the judgment of a Justice of a court of the State of Maryland with appropriate jurisdiction, shall best accomplish the general purpose for which this corporation was formed.

ARTICLE XI POLICIES AND PROCEDURES

The Board may from time to time establish, terminate, or modify policies and procedures, to be known as the Standing Rules, which shall serve as detailed guidelines for O²B². In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board, to be reflected in the minutes. However, any policy or procedure may be terminated by a two-thirds vote of voting members present at any General Meeting.

ARTICLE XII COMMITTEES AND MANAGERS

Section 1: COMMITTEES

The President shall appoint the Chairman of each committee from the membership of the Board. The Chairman of each committee, with the advice and consent of the President, shall select all other members of the committee. The Vice President shall be an ex officio member of

all committees and shall report back to the President on business conducted by said committees. The committees shall be determined and defined in the Standing Rules of O²B².

Section 2: MANAGERS

The positions of House Manager and Business Manager shall be filled either from the membership of the Board or by such persons as the Board may appoint or employ. The duties of these persons shall be those as may be set out in the Standing Rules.

ARTICLE XIII MISCELLANEOUS

Section 1: TICKET PRICES

The price of tickets shall be determined by the Board.

Section 2: FISCAL YEAR

The Fiscal Year for O²B² begins July 1st, and ends June 30th.

Section 3: CONTRACTS

A) GENERAL CONTRACTS

The majority of the Executive Committee by resolution may authorize in writing any agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of O²B² and such authority may be general or may be specific.

B) LOANS AND INDEBTEDNESS

No loans shall be contracted on behalf of O²B² and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Executive Committee, and such authority may be generally or specifically defined.

C) ORDERS OF PAYMENT

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued by O²B² shall be signed by the Treasurer or other officer or agent designated by the Executive Committee.

D) DISBURSEMENTS

All disbursements shall be subject to approval by the Treasurer: however, a discretionary fund may be made available to the Artistic Director for immediate and necessary expenses.

E) EXCESS CASH

All funds of O²B² not otherwise employed shall be deposited to the credit of O²B² in such banks, savings and loans, or other depositories as the Board may designate.

Approved by the members of the Board of OutOftheBlackBox Theatre Company, Inc., March 26, 2006.