

CONSTITUTION AND BY-LAWS

Of

Anderson Mainstage Theatre

ARTICLE I

Meetings

Section 1 -- Place of Meeting

Any and all meetings of the members and Board of Directors of this corporation shall be held within the State of Indiana, at such a place designated by the Board of Directors.

Section 2 -- Annual Meeting of Members

An annual meeting of the members shall be held each year on the second Sunday following the final production of the season, at 3:00 o'clock, p.m. One of the purposes of the Annual Meeting shall be the election of the Board of Directors.

Section 3 -- Notice of Annual Meeting of Members

At least two (2) weeks prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, a notice of the time and place of such meeting shall be made public to each member entitled to vote at such meeting. Notification of the Annual Meeting shall be in accordance with Article I, section 10 of this document.

Section 4 -- Delayed Annual Meeting

If for any reason, the annual meeting of the members cannot be held on the day herein designated, a "delayed annual meeting" may be called as an "Annual Meeting", provided however, that the notice of such meeting is in accordance with Article 1, section 10 of this document.

Section 5 -- Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be the following:

- a) Establish membership for the coming year. (Which shall include the collection of dues.) Season ticket holders from the season previous to the annual meeting will have current membership status.
- b) Reading Notice given for meeting
- c) Reading of minutes of preceding Annual Meeting
- d) Report of President
- e) Report of Secretary
- f) Report of Treasurer
- g) Election of Directors
- h) Transaction of business notated in the notice.
- i) Adjournment

The presiding officer of the annual membership meeting may vary the order of business, provided there is no objection from the membership.

Section 6 -- Special Meeting of Members

A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such a meeting may be called is as follows: A request for a special meeting must be presented to the Board in writing. The request must be dated and signed by those requesting the meeting and the purpose of the said meeting must be stated in the request. Upon receipt of such request a meeting shall be set forth by the Board Officers and a date, time and place for said meeting will be set that is not less two (2) weeks from the date that said request was received by the Board. Notification of said special meeting shall be in accordance with Article I, section 10 of this document. The Board Secretary shall prepare and mail the notice requisite to such meeting and affix endorsement by stamp, written signature or type written signature. No business which is not mentioned in a special meeting request shall be conducted at a special meeting.

Section 7 -- Organizational Meeting of Board of Directors

Immediately following the Annual Membership Meeting, the new board for the next season will convene for the purpose of electing officers and transacting any business properly brought before it.

Section 8 -- Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held not less than once in each calendar month with the exclusion of December. The place, time and date of Board Meetings for each pursuant month shall be fixed at the current Board Meeting. The membership is entitled to attend all Board Meetings at the discretion of the Board of Directors but all discussion is restricted to Board Members unless approved by a majority of the Board. During regular meetings, the Board may move into executive session as the Board deems necessary.

Section 9 -- Special Meetings of the Board

Special meetings of the Board of Directors may be called by the president at any time. Notice of such meetings shall be provided to all Board Members in a timely manner and will include the date, time, place and purpose of said meeting.

Section 10 -- Notices and Mailings

All notices required to be given by provision of these by-laws shall state the authority pursuant to which they are issued ("By order of the president", or "By order of the Board of Directors", as the case may be) and contain the date, time and place concerning said notice. Notices shall bear the stamped, type written or hand written signature of the secretary. Every notice shall be deemed duly served when the same has been deposited in the United States Mail with postage affixed and fully paid, plainly addressed to the addressee at his/her last address appearing upon the membership record of this corporation **or** delivered by electronic mail **or** social media to the address last appearing upon the membership record of this corporation.

ARTICLE II

Quorums

Section 1 -- Quorum of Members

Presence in person of ten members, which must include three officers of the Board of Directors, shall constitute a quorum at any meeting of the members.

Section 2 -- Quorum of Directors

To conduct the business of the corporation, ten (10) members of the Board of Directors must be present. Meetings will be chaired by the Board President. In the event of the president's absence, the Vice-President of the Board shall preside or the President may appoint a sitting board member to chair.

ARTICLE III

Voting, Elections and Proxies

Section 1 -- Eligibility to Vote

Each member shall at every meeting of the members be entitled to one vote upon such subjects properly submitted to a vote, provided said member is in good standing.

Section 2 – Proxies

Proxy votes for any business conducted at any meeting of the Membership will be invalid.

ARTICLE IV

Board of Directors

Section 1-- Number of Board Members and length of terms

The business, property and affairs of this corporation shall be managed by a Board of Directors composed of fifteen (15) persons who shall be members in good standing of this corporation. Each Director shall hold office for a term of 3 years or until his successor is duly elected and qualified. Elections to fill expired terms shall be held each year at the Annual Membership Meeting. No less than five (5) terms will expire each year and there is no limit to the number of terms a Board member may serve.

Section 2 – Filling of vacancies on the Board Vacancies in the Board of Directors shall be temporarily filled by an appointment made by the remaining directors. Each person so selected to fill a vacancy shall remain a director

until the next regularly scheduled Annual Membership meeting at which time a permanent replacement will be elected according to these by-laws and will complete his/her predecessor's term.

Section 3 -- Action by Unanimous Written Consent

If and when deemed necessary by the Board President, the Board of Directors may consent in writing, by hand written or electronic submission, to any action to be taken by the corporation. Such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

Section 4 -- Power to Elect Officers

The Board of Directors shall select a president, one or more vice-president(s), a secretary and a treasurer. No officer except the president need be a member of the board, but a vice-president who is not an elected Board Member shall not succeed to nor fill the office of president nor will appointed officers have voting rights pursuant to any corporate actions.

Section 5 -- Power to Appoint Other Officers and Agents

The board of directors shall have the power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 6 -- Removal of Officers and Agents

Any officer or agent may be removed by a majority vote of the board of directors whenever in the judgment of the Board such removal is in the best interest of the corporation.

Section 7 -- Power to Fill Vacancies

The Board shall have power, by majority vote, to fill any vacancy in any office occurring from any reason whatsoever.

Section 8 -- Power to Appoint Executive Committee

The board of directors shall have power to appoint by resolution, committees, which shall have and exercise the authority of the board of directors in the management of the designated business of corporation between meetings of the board. Such committees shall be chaired by a sitting Board Member and all appointed committee members shall be members in good standing of the corporation.

Section 9 -- Power to Require Bonds

The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 10 -- Compensation

The compensation of Directors, officers and agents may be fixed by the board.

ARTICLE V

Officers

Section 1 -- President

The president shall be selected by the board of directors. The Board President shall be the chief executive officer of the corporation. The President shall preside over all meetings of the Board and of the membership. The President shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect. The president shall be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2 -- Vice-President

At least one vice-president shall be elected by the board of directors. The First Vice-President shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3 - Secretary

The secretary shall be responsible for recording the minutes of all board meetings of the Board of Directors and all meetings of the Membership and shall preserve in books of the corporation true minutes of the proceedings of all such meetings, signed by the Board Secretary and dated. The Board Secretary shall safely keep in their custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. The Board Secretary shall give all notices required by statute, by law or resolution. The Board Secretary shall perform such other duties as may be delegated to their office by the Board of Directors or by the Board Executive Committee.

Section 4 -- Treasurer

The Board Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Board Treasurer shall disburse funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions made and of the financial condition of the corporation. If required by the Board, he shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of his office, and for restoration to

the corporation in case of their death, resignation, retirement or removal from office, of all books, or other items under their control belonging to the corporation.

ARTICLE VI

Execution of Instruments

Section 1- Checks, Etc

All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2 -- Contracts, Conveyances, Etc

When the execution of any contract, conveyance or other instrument has been authorized **without specification of the executing officers**, the President, or any Vice-President and the Secretary, may execute the seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VII

Membership and Dues

Section I -- Membership defined

The membership of this corporation and the dues thereof shall be as follows:
Annual membership, one vote per person, one membership per person.
Dues as established from time to time by the Board of Directors.

Section 2 -- Suspension of Membership

Any member who fails to renew their membership and the dues required is suspended from all privileges of membership.

Section 3 -- Termination of Membership

Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the membership called for that purpose, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against them and shall have been given an opportunity to produce witnesses, if any, and to be heard at the meeting at which such vote is taken.

ARTICLE VIII

Amendment of By-laws

Section 1-- Amendments, How Effected

The by-laws of this corporation may be amended at any annual or special meeting called for that purpose by the membership of this corporation. Voting procedure and membership for such meeting shall be in accordance with this document.