

BY-LAWS OF  
THE THEATRE COMPANY OF SAUGUS, INC.

as amended, approved by the membership on 29 October 2003

Section 1.     ARTICLES OF ORGANIZATION, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR

1.1     Articles of Organization.   The name and purposes of the corporation shall be as set forth in its Articles of Organization. These by-laws, the powers of the corporation, and of its members and directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provision in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2     Location.           The principal office of the corporation in the Commonwealth of Massachusetts shall be located at the place set forth in the Articles of Organization of the corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts by a unanimous vote of the board of directors, ratified by a two-thirds vote of the membership, effective upon filing a certificate with the Secretary of the Commonwealth.

1.3     Corporate Seal.   The directors may adopt and alter the seal of the corporation.

1.4     Fiscal Year.        The fiscal year of the corporation shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.5     Gender.           The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

Section 2.     MEMBERS

2.1     Designation of Classes of Membership.   There shall be the following classes of membership:

(a)     General	(c)     Lifetime
(b)     Junior	(d)     Affiliate

The Board of Directors may designate various sub-classes of each class of membership. The sub-classes of the General class may include, but are not limited to: General Individual, General Couple, Patron Individual, Patron Couple, and Angel. The sub-classes of the Affiliate class may include, but are not limited to: Organizational, Corporate Emmy, Corporate Tony, Corporate Oscar, and Donor. The Board of Directors may designate the annual dues that each class or sub-class of membership is required to pay.

2.2     Appointment and Qualifications of Membership   Any person, by payment of annual dues designated by the Board of Directors, may qualify to be a General, Junior, or Affiliate member, except that any person under the age of sixteen (16) may only be eligible to be a Junior member. Lifetime members may be appointed by a vote of the membership at a general or annual meeting, in recognition of a member's sustained prior and continuing participation and support of the organization. All General and Lifetime members shall have voting rights and shall be eligible to serve on the Board of Directors. Junior members shall be eligible to participate in the activities of the organization but shall have no voting powers and shall not be eligible to serve on the Board of Directors. Affiliate members are not required to participate in the usual activities of the organization, have no voting powers, and are not eligible to serve on the Board of Directors. The Board of Directors may recognize selected sub-classes of members by designating all such members as belonging to the sub-class on programs, the corporation's literature, or in any other manner as determined in the sole discretion of the Board of Directors. An Affiliate or Lifetime member may also be a General member.

2.3     Tenure.           Each member shall have the rights and privileges of membership during the fiscal year in which that member's dues have been paid in full, or until he sooner dies, resigns, is removed, or becomes disqualified. The annual membership term for all classes and sub-classes of membership shall expire on December 31 of each year, *except for the Lifetime membership class*. Annual dues shall be payable on or before January 1 of each year. For new members who join between August 1 and December 31, payment for only one-half (50%) of the annual dues for their membership class or sub-class shall be required for their first term only. New members who join between November 1 and December 31, and who pay the full amount (100%) of the annual dues for their membership class or sub-class, shall be considered paid up for the remainder of the current year, and for the full calendar year commencing the following January 1.

2.4 Powers and Rights. In addition to the right to elect directors as provided below and such other powers and rights as are vested in them by law, the Articles of Organization, or these by-laws, all members, except Junior and Affiliate members, shall have other powers and rights as the directors may designate. Junior and Affiliate members shall have no right or notice of or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities except as the Board of Directors may designate.

No person shall participate in any of the activities of the organization until his or her annual dues are paid. New applicants shall assume privileges of membership upon payment of annual dues. Nevertheless, under special circumstances as determined by the Board of Directors, a non-member may participate in the activities of the organization for a specified production upon the vote of the Board of Directors.

2.5 Annual Meeting. The annual business meeting of the corporation shall be held at 7:30 pm on the last Wednesday in November of each year or at such earlier or later date and time as shall be determined by the Board of Directors, at which meeting the Board of Directors shall be elected. Further, a meeting of the membership shall be held at 7:30 p.m. on a Wednesday in December in each year or at such earlier or later date and time as shall be determined by the Board of Directors at which time the new officers shall be presented and installed.

2.6 General Meetings. There shall be at least nine (9) general meetings of the members of the corporation held during the course of the calendar year. Those meetings shall be held at such time and place as shall be determined by the Board of Directors.

2.7 Special Meetings. Special meetings of the members may be held at any time and at any place in the United States. Special meetings of the members may be called by the president or by the directors, and shall be called by the Clerk, or in the case of death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of members representing at least ten percent (10%) of all the members.

2.8 Notice of Meetings. A written notice of each meeting of members, stating the place, date and time and the purpose of the meeting, shall be given at least seven (7) days before the meeting to each member entitled to vote thereat and to each other member who, by law, by the Articles of Organization or by these by-laws, is entitled to notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid, addressed to such member at his address as it appears in the records of the corporation, or by e-mail. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

2.9 Quorum. At any meeting of the corporation one-third of the members entitled to vote on action proposed at the meeting shall constitute a quorum, except when the law, the Articles of Organization or these by-laws, require a larger quorum. Any meeting may be adjourned to such date(s) not more than ninety days (90) after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.10 Action by Vote. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these by-laws.

2.11 Proxies. Members may only be allowed to vote in person. Voting by proxy, written or otherwise, shall not be permitted.

### Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS AND FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other titles as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of establishing quorum, and shall have no other rights or responsibilities.

### Section 4. BOARD OF DIRECTORS

4.1 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Organization, or these by-laws.

4.2 Number, Tenure and Qualifications. The number of directors shall be twelve (12) and may be increased or decreased from time to time by amendment to the by-laws unless otherwise provided in the Articles of Organization. The directors shall be divided into three classes of equal size, the term of one class expiring each year. Each director shall be elected to serve a three (3) year term and shall hold office until his successor has been elected and qualified. No member of the Board of Directors may serve more than two (2) consecutive terms. Directors must hold General or Lifetime membership in the corporation.

4.3 Method of Election. A nominating committee shall be chosen at a meeting held no later than two months before the November annual business meeting. The committee shall consist of three present members of the Board of Directors appointed by the president, and three persons nominated or elected by and from the membership.

It shall be the duty of the nominating committee to present a slate comprised of members of the corporation as nominees for the open positions on the Board of Directors. The minimum number of nominees shall be equal to the number of open positions on the Board of Directors. This slate shall be presented to the membership by the nominating committee at a meeting held no later than one month before the November annual business meeting (or during the October general meeting). At the November annual business meeting, the membership shall have the right to add four candidates to the slate. After the four nominations, if any, have been added to the original slate, the membership shall, by closed ballot, vote on the completed list of nominees. The new members of the Board of Directors shall assume office on the first day of the new calendar year.

4.4 Term of Office. Each director shall hold office for the term of the class to which he is elected and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4.5 Board Meetings. The directors shall meet at least once prior to each general meeting and annual meeting held by the corporation.

4.6 Special Board Meetings. Special board meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

4.7 Notice of Regular and Special Board Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by mail at least five days or by e-mail at least forty-eight hours before the meeting addressed to him at his usual or last known business or residence address or in person or by telephone at least forty-eight hours before the meeting. Such notice need not specify the purposes of the meeting, unless otherwise required by the law, the Articles of Organization or these by-laws.

4.8 Quorum. At any meeting of the Board of Directors, two-thirds (2/3) of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

4.9 Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these by-laws.

4.10 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a speaker or conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

4.11 Meeting Procedure. All meetings of the general membership and of the board of directors shall follow parliamentary procedure, as prescribed in the latest edition of Robert's Rules of Order.

## Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be president, vice-president, treasurer, clerk (corresponding secretary) and recording secretary and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. Any officer shall be a director. The clerk shall be a resident of Massachusetts, unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The officers shall be elected annually by the directors at their first meeting following the November annual business meeting by the Board of Directors, comprised of the newly elected board members as well as the outgoing and returning board members. The new board members and officers shall be presented and installed at the December annual year-end meeting.

5.3 Tenure. Each officer shall hold office until his successor is chosen and qualified. A director may be elected to the same office for a maximum of three (3) consecutive years.

5.4 Presidents and Vice-Presidents. The president shall be the chief executive officer of the corporation subject to the control of the directors and shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and of the directors, except as the members or directors otherwise determine.

The vice-president(s), if any, shall have such duties and powers, as the directors shall determine. The vice-president, or first vice-president, if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.5 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall also be in charge of its books of account and account records and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the directors or the president.

5.6 Clerk, Corresponding Secretary and Recording Secretary. The clerk (corresponding secretary), and/or the recording secretary, shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings or incorporators and the original, or attested copies, of the Articles of Organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

## Section 6 COMMITTEES

6.1 Standing Committees. The president with the approval of the directors, may elect or appoint one or more committees and may delegate to any such committee or committees any or all powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors and further, provided that at all times all committees shall report back to the Board of Directors and shall be subject to the directions of the Board of Directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. There shall initially be the following standing committees:

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|-------------------------------------|---|
| (a) Finance Committee               | (j) Librarian/Archivist Committee                           |
| (b) Play reading Committee          | (k) Publicity Committee                                     |
| (c) Nominating Committee            | (l) Newsletter Committee                                    |
| (d) Social Committee                | (m) Scholarship Committee                                   |
| (e) Production Schedule Committee   | (n) Cultural Council Grant Writing Committee                |
| (f) Equipment and Housing Committee | (o) Fundraising Committee                                   |
| (g) Membership Committee            | (p) Any other committees that the president shall designate |
| (h) Activities Committee            |   |
| (i) Parliamentary Committee         |   |

The president shall designate, with the approval of the Board of Directors, the duties of each standing committee. Each standing committee may include general members. The president shall be a member of each standing committee ex officio.

6.2 Production Committees. There shall also be the following production committees for each production produced by the corporation, which committees shall be appointed by the producer of the production with the approval of the president and the Board of Directors. Members of each production committee shall serve for the duration of the individual

play production process unless otherwise removed by the president, with the approval of the Board of Directors. The production committees shall be as follows:

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|--------------------------|---|
| (a) Producer(s)          | (j) Make-up Committee   |
| (b) Stage Manager(s)     | (k) House Committee   |
| (c) Program Committee    | (l) Ticket Committee  |
| (d) Set Committee        | (m) Opening Night Party Committee   |
| (e) Costume Committee    | (n) Cast Party Committee  |
| (f) Lighting Committee   | (o) Any other committee that the president shall deem necessary to the play production process. |
| (g) Sound Committee      |   |
| (h) Properties Committee |   |
| (i) Publicity Committee  |   |

Each production committee shall include members from the membership of the corporation. The president, together with the director and producer of the production, shall designate the duties of each production committee. The production committees shall be responsible for following the procedures set forth in the organizations' production manual or guidelines set forth by the producer and director.

#### Section 7. CHOICE OF THEATRICAL ACTIVITIES AND DIRECTORS

7.1 Standard of Production. All theatrical activities produced by the organization shall be of high quality, reflecting the purpose of the corporation.

7.2 Schedule of Theatrical Activities, Procedure. The production schedule committee shall recommend the number of theatrical activities produced each year and the dates of the performances to the Board of Directors. Upon approval of the Board of Directors, the production schedule will be presented before the membership for approval. Majority vote of the membership present shall constitute approval.

7.3 Season of Theatrical Activities, Procedure. The play reading committee, which will be made up of at least three (3) board members and three (3) members from the membership, shall recommend the season of activities. The activities recommended by the play reading committee shall be submitted to the Board of Directors for approval. Upon approval by the Board of Directors, the activities recommended by the play reading committee, shall be presented before the membership at a general meeting for approval. A majority vote of the general membership present at the meeting shall constitute acceptance.

7.4 Production Directors. Selection of a director for each individual production, whether paid or otherwise, shall be the responsibility of the Board of Directors.

#### Section 8. RESIGNATIONS, REMOVALS AND VACANCIES

8.1 Resignations. Any director may resign by filing with the president or Board of Directors or other officer of the corporation a written resignation which shall take effect on being so filed, or at such time as may be therein specified.

8.2 Removals. A director may be removed with cause by the vote of a majority of the general membership. An officer may be removed with cause by the vote of the directors then in office. Any director may be required to resign by the Board of Directors for failure to attend (3) consecutive regular or special meetings of the Board of Directors. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

8.3 No Right to Compensate. No member, director or officer resigning (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) and no member, director or officer removed shall have any right to any compensation as such member, director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal shall, in their or its discretion, provide for compensation.

8.4 Vacancies. The members may fill any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the board, or, in the absence of member action to fill such vacancy, by the directors, by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the treasurer or clerk becomes vacant and may elect a successor if any other office, except president, becomes vacant. If the office of the president

becomes vacant, the vice-president shall assume the office of the president. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified. The members and the directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

#### Section 9. EXECUTION OF PAPERS

9.1 Payments. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation in the amount(s) less than one thousand dollars (\$1,000) shall be signed by the president or the treasurer. Checks in the amount of one thousand dollars (\$1,000) or more shall require the signatures of both the president and the treasurer.

9.2 Contracts. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice-president and the treasurer or assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, by-laws, resolutions or votes of the corporation.

9.3 Disbursement of Funds. Any disbursement of funds for the same purpose, purchase, commitment, or obligation totaling more than two thousand dollars (\$2,000) must be approved by a majority vote of the Board of Directors then in office and ratified by a two-thirds majority of the general membership in attendance at the next general membership meeting immediately following the vote by the board. Notice of such a vote shall be sent to each general member at least forty-eight hours prior to such meeting at his current postal or e-mail address, specifically outlining the language and purpose of the proposed disbursement.

Disbursement for royalties or musical rights for a specific production or play shall be excluded from this requirement.

#### Section 10. COMPENSATION: PERSONAL LIABILITY

10.1 Compensation. Under no circumstances shall a member of the corporation be compensated for directing or producing a play or for any other personal services rendered to or on behalf of the corporation. However, this does not preclude a member from receiving payment for services rendered as part of a business entity or for professional services provided at the request and approval of the Board of Directors. A member shall be entitled to reimbursement of any and all expenses incurred on behalf of the corporation upon submission of receipts to, and prior approval of the president, treasurer, or producer.

10.2 No personal liability. The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

#### Section 11. AMENDMENTS

These by-laws may be altered, amended or repealed at any annual or special meeting of the members, notice of which shall specify the subject matter of the proposed alteration, amendment, or repeal of the sections to be affected thereby, by vote of the members. These by-laws may also be altered, amended or repealed by the vote of a majority of the directors then in office, except with respect to any provisions that by law, the Articles of Organization or these by-laws require action by the members. The members shall receive notice stating the substance of any such amendment or change to the by-laws, no later than the membership meeting following the amending or repealing by the directors of any by-laws. Any by-law so altered, amended or repealed by the directors may be further altered or amended or reinstated by the members in the above manner.