

BY-LAWS
OF
THE KENT COUNTY THEATRE GUILD FOUNDATION,

ARTICLE I
Name and Purpose

Section 1. Name: The following shall be the By-laws of the above corporation, a non-profit corporation organized under the General Corporation Law of the State of Delaware, and hereinafter called the “Guild.” Any of the sections or subsections conflicting with incorporation laws of the State of Delaware shall be considered null and void.

Section 2. Purpose: The Guild is an all-volunteer, amateur community theater organization, providing live theatrical entertainment to its audiences. It offers performing arts experiences and learning opportunities for anyone willing to participate – people of all ages and backgrounds.

ARTICLE II
Membership

Section 1. General Authorities: Except as may be otherwise provided by law, or by the Certificate of Incorporation, or by these By-Laws, the number, qualifications, rights, privileges, dues, fees, responsibilities, terms of membership, and the provisions governing the withdrawal suspension and expulsion of members shall be decided by the Board of Trustees.

Section 2. Members: The members of the Guild shall be the trustees then in office and additional persons who qualify in accordance with the following sections.

Section 3. Classification of Members: Members of the Guild shall be classified as follows:

(1) Active Members - Those members who actively participate in the functions of the Guild in accordance with the criteria established from time to time by the Board of Trustees.

(2) Sustaining Members - Those persons who support the efforts of the Guild as either Patrons or Archangels or in some other capacity in accordance with the criteria established from time to time by the Board of Trustees.

(3) Founding Members – Classification retired.

(4) Honorary Members - Any person who shall from time to time, be selected to be so honored by the Board of Trustees.

(5) Life Member – A member who during a period of at least ten (10) years, has actively participated in the Guild by:

Having paid annual dues or been a Founding Member, and having been one of the following:

- a) Active in at least one production
- b) A committee chairman for at least one year
- c) A member of the Board of Trustees

- d) An active member of a committee for an entire year
- e) A member whose contributions to the Guild have made lasting improvements to fiscal and/or artistic well-being and success of the organization.

Section 4. Voting Qualifications. In order to qualify as a voting member of the Guild, a member must meet the following criteria:

- (1) Must be at least eighteen (18) years of age.
- (2) Must be an Active Member or a Life Member.
- (3) Must have served the Guild in some phase of production or served as a Trustee or member of an active committee during the twelve-month period prior to the annual election.
- (4) Must have attended at least one (1) general membership meeting of the Guild during the preceding twelve-month period.

Section 5. Termination of Membership. Except as otherwise required by law or by the Certificate of Incorporation or by these By-Laws, any right of members to vote and any right, title, and interest of any member in or to the Guild and its properties and franchises, shall cease and divest upon termination of his or her membership.

ARTICLE III **Meetings**

Section 1. Annual Meeting for the Election of Trustees: The annual meeting of the members for the election of the Board of Trustees of the Guild shall be held at the office of the Guild or at such other place within or outside the State of Delaware as may be determined by the Board of Trustees, and as shall be designated in the notice of said meeting on the second Thursday in the month of April of each year not a legal holiday (or, if said day be a legal holiday, then on such other day as determined by the Board of Trustees), for the purpose of electing Trustees and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the Board of Trustees or by at least five (5) qualified voting members of the Guild by written petition to the Board of Trustees. Upon receipt of such a petition, the Board shall call a special meeting within ten (10) days which shall be held at the office of the Guild or at such other place within or outside the State of Delaware as may be designated in the notice of said meeting. Business at said special meeting shall be limited to that stated in the notice or petition.

Section 3. Notice of Meeting: Notice of the purpose or purposes and the time and place of the annual and any special meeting of members shall be in writing and signed by the Secretary, and a copy thereof shall be duly served to each member of record entitled to vote at such meeting not less than seven (7) days prior to the meeting. Such further notice shall be given as may be required by law. No notice of an adjourned meeting of members need be given unless it shall be expressly required by statute. Annual or special meetings of members may be held without notice and without the lapse of any period of time provided that said requirements are waived in writing by the person or persons entitled to receive said notice.

Section 4. Quorum: At all annual or special meetings, a simple majority of the members present eligible to vote shall, except as otherwise provided by law or the Certificate of Incorporation, constitute a quorum.

Section 5. Meeting Chairman/Secretary: Meetings shall be presided over by the Chair of the Board of Trustees or, in his/her absence, by the Vice Chair or, in his/her absence, by any other member chosen by the membership present. The Secretary of the Board of Trustees shall act as the Secretary of the meetings or, in his/her absence, the Chair shall appoint another to so act.

Section 6. Voting, at Annual or Special Meetings. At the annual or special meetings of the Guild, each qualified member will be entitled to one vote. The voting may, but need not be, by ballot and plurality of the votes cast shall elect. Those members qualified to vote but unable to be present at the time of elections, may request an absentee ballot which must be in the hands of the Secretary prior to the time elections are held. Voting by proxy shall not be permitted.

ARTICLE IV **BOARD OF TRUSTEES**

Section 1. Constitution and Membership: The property, affairs, and business of the Guild shall be managed by its Board of Trustees, consisting of not less than seven (7) trustees, until changed by an amendment to these By-laws, each of whom shall be a member during his or her Trusteeship. Except as hereinafter provided, trustees shall be elected at the annual meeting of the members of the Guild, and each trustee shall be elected to serve for two years and until his successor shall be elected and shall qualify; provided, however, that failure to elect trustees at the time designated therefor shall not work any forfeiture or dissolution of the Guild. If and when the number of trustees shall be increased, the additional trustees then to be elected by a majority or the trustees in office at the time of the increase or, if not elected prior to the next annual meeting of the members of the Guild, they shall be elected by said members.

Section 2. Quorum: A majority of the members of the Board of Trustees when acting at a meeting duly assembled, but in no event less than one-third of the number of trustees authorized shall constitute a quorum for the transaction of business. If any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those may adjourn the meeting without further notice from time to time until a quorum shall have been obtained.

Section 3. Vacancies: In the case of one or more vacancies occurring on the Board of Trustees by reason of death, resignation or otherwise, the remaining trustees, although less than a quorum may, by a majority vote, elect a successor or successors for the unexpired term or terms. A vacancy on the Board of Trustees for the purposes of this section shall be deemed to exist whenever the members of the Guild shall fail to elect trustees.

Section 4. Meetings: Meetings of the Board of Trustees shall be held at such place within or outside of the State of Delaware as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of the meeting. Regular meetings of the Board of Trustees shall be held at such times as may from time to time be fixed by resolution of the Board of Trustees, and special meetings may be held at any time upon the call of its Chairman by a notice duly served each trustee not less than two days prior to such meeting, A meeting of the Board of Trustees may be held without notice immediately after the annual meeting of the members of the Guild at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Trustees held at times fixed by resolution of the Board of

Trustees. Meetings may be held at any time without notice if all the trustees are present or if at any time before or after the meeting those not present waive notice of the meeting in writing.

Section 5. Removal: At any special meeting of the members of the Guild, duly called as provided in these By-Laws, any trustee or trustees may, by the affirmative vote of a majority of all the members present and eligible to vote, be removed from office, either with or without cause. A trustee may be removed for just cause by a two-thirds (2/3) vote of the remaining trustees. Just cause would include but not necessarily be limited to more than two unexcused absences from Board Meetings in a year or taking any action or actions that would be to the detriment of the Guild. If a trustee or trustees are removed, his or her successor or successors may be elected at such meeting or the remaining trustees may, to the extent the vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Section 6. Nominations and Elections: Nominations for election to the Board of Trustees shall be made at a special meeting held for said purpose in the month preceding the annual meeting. Nominations shall be received from the floor. Only qualified voting members shall be able to nominate, and each nomination must be seconded by a qualified voting member. Those (7) nominees receiving the highest number of votes shall be declared elected. In the event of a tie vote, election shall be decided by a “run off” election.

Section 7. Qualifications: In order to qualify for election to the Board of Trustees, a nominee must be a qualified voting member and must have attended at least two (2) general and/or special meetings during the preceding twelve-month period.

Section 8. Term of Office: The members of the Board of Trustees shall serve for a term of two (2) years, according to the terms in Amendment 2011-1. Said term of office shall run from the first day of May in the year in which they are elected to the thirtieth day of April two years subsequent.

Section 9. Election of Officers: The Board of Trustees shall, as soon after each election as possible, elect a Chair, Vice Chair, Secretary, and Treasurer, to serve as the officers of said Board. Further, the Board of Trustees may, from time to time elect such other officers, as it deems necessary.

Section 10. Duties and Responsibilities of Officers. The duties and responsibilities of the offices of the Board of Trustees shall be as follows:

Chair - As principal executive of the Board of Trustees, coordinates and manages the activities of the Guild, presides at all meetings of the Board of Trustees and all general specific or annual meetings of the Guild.

Vice Chair - Assumes the duties and responsibilities of the Chair in his or her absence.

Secretary - Responsible for recording the minutes of all meetings of the Guild and of the Board of Trustees and maintaining all official records and correspondence.

Treasurer - Maintains the financial records of the Guild in accordance with generally acceptable accounting procedures, has authority to receive and disburse funds in order to satisfy authorized expenditures and is responsible to the Board of Trustees for all financial transactions of the Board of Trustees.

ARTICLE V

COMMITTEES

Section 1. General Authorities: The Board of Trustees shall, at its discretion, by the affirmative vote of a majority of the members, establish such committees and appoint such Chairs as it shall from time to time, deem necessary in order to conduct or perform the various duties, functions and responsibilities of the Guild. Said committees shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee is composed of more than two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Trustees shall otherwise provide. The Board of Trustees shall have the power at any time to fill vacancies in, to change membership of, to discharge any committee chair, or to discharge any such committee.

Section 2. Terms of Office: The term of office of the Committee Chairs appointed by the Board of Trustees shall end at the end of the fiscal year. The Board will, at its convenience, either reappoint the same Committee Chairs or appoint new Chairs.

Section 3. Vacancies: In the event a vacancy shall occur in the chairmanship of any committee by reason of death, resignation, or otherwise, the unexpired term of said chair may be filled by the Board of Trustees.

Section 4. Duties and responsibilities: The committee chairmen appointed by the Board of Trustees shall have the duties and responsibilities as may be, from time to time, established by said Board.

ARTICLE VI INDEMNIFICATION

Every person who is, shall be, or shall have been a trustee or officer of the Guild and their personal representatives shall be indemnified by the Guild against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding to which they may be made a party by reason of their being or having been a trustee or officer of the Guild or of any subsidiary or affiliate thereof, except in relation to such matters as to which they shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duty as such trustee or officer. Said costs and expenses shall include but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

ARTICLE VII INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee therefor may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board or the committee.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Guild shall begin on the first day of January in each year and shall end on the last day of December next following, unless otherwise determined by the Board of Trustees.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended, altered, or repealed, by a vote of two-thirds ($\frac{2}{3}$) of all the qualified voting members present at a special meeting called for said purpose, provided a quorum is present and notification stating the purpose of said meeting has been made to all qualified voting members at least ten (10) days prior to said meeting.

I hereby certify that the foregoing is a full, true, and correct copy of the By-Laws of the aforementioned Guild, a Delaware corporation, as is in effect on the date hereof.