

By-Laws of Curtain Call Theatre Company

The purpose of the Curtain Call Theatre Company shall be to: (1) function as a facilitator for community theatrical arts, (2) offer an opportunity for local talent to practice and showcase their talents, and (3) provide worthwhile theatrical entertainment for community audiences.

Article I Name and Office

Section 1: Name. The name of this corporation shall be: Curtain Call Theatre Company.

Section 2: Principle Office. The principle office of the corporation in the State of Missouri shall be located in Kirksville, County of Adair.

Section 3: Registered Office and Agent. The corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

Article II Members

Section 1: Classes and Numbers of Members. The corporation shall have one class of members and shall make all reasonable efforts to maintain a broad community-wide membership of not less than ten in number. Only individuals may qualify as members.

Section 2: Annual Membership Fee. The membership fee shall be ten dollars (\$10.00) or such other amount as may be fixed by the Board of Directors. The Board may only raise the membership fee once within the calendar year. **Memberships will run from April 1 – March 31 of each year.**

Section 3: Acceptance and Members. Members may be accepted at any meeting of the members or at any meeting of the Board of Directors.

Section 4: Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5: Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or expel any member who shall be in default in the payment of dues.

Section 6: Transfer of Membership. Membership in this corporation is not transferable or assignable.

Article III Meetings of Members

~~**Section 1: Annual Meetings.** The annual meeting of the members shall be held during the month of April each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the designated day for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.~~

Section 1: Special Meeting. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statutes, may be called by the President, the Board of Directors or not less than one-tenth of the members.

Section 2: Place of Meetings. Meetings shall be held at such place as designated by the Board of Directors.

Section 3: Notice of Special Meetings. Written or printed notice stating the place, day and hour of a special meeting, including the purposes for which the meeting is called, shall be delivered not less than seven days nor more than thirty days before the date of the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the corporation with postage thereon prepaid.

2. Annual Meetings: The board will notify members by mail at least thirty (30) days and no more than sixty (60) days in advance.

Section 4: Informal Action by Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of members may be taken without a meeting upon written consent of approval of all the members, setting forth the action so taken.

Section 5: Quorum. At any meeting a quorum shall consist of seven of the members or twice the number of directors, whichever is greater. If a quorum is not present any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6: Proxies. No proxies shall be allowed.

Article IV Board of Directors

Section 1: General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2: Number, Tenure and Qualifications. The number of directors shall be nine, with each serving be elected at each annual meeting and a period of three (3) years as a director. The election of directors shall be staggered such that no more than three (3) directors shall be elected annually at each annual meeting annually, excepting special elections to fill a vacancy in the Board of Directors. The term of each position shall be determined by the Board of Directors at the first meeting following the 2008 Annual Meeting, with three (3) directors serving one (1) year term, two (3) directors service

~~a two (2) year term, and three (3) directors serving a 3 year term. At the conclusion of those given terms, each position on the Board shall come open for re-election for a three (3) year term.~~ Directors shall be members of the corporation.

Section 3: Election of Directors. The election of directors will be held at the regular April meeting of the Board. An announcement of this meeting and a request for nominations for directors will be sent to the membership no less than 30 days prior to the meeting. Voting for the directors will take place at this meeting, with any members who have paid dues for the upcoming year eligible to vote.

Section 4: Regular Meetings. Regular meetings of the Board of Directors shall be held ~~at a time on the first Wednesday of each month or any other time~~ as designated by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5: Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the President of any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Section 6: Notice. Notice of any special meeting of the Board shall be given at least two days previous thereto by written notice delivered personally or four days' notice sent by mail, mailed to each director as the director's name appears on the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 7: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8: Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board of Directors may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

Section 9: Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy with one (1) year or less remaining in the term shall be elected for the predecessor's unexpired term of office. A director elected to fill a vacancy with more than one (1) year remaining in the term shall be elected to serve until the ~~next election of directors first annual meeting after that election~~, at which time a director will be elected by the members to serve the remainder of the predecessor's unexpired term of office.

Section 10: Compensation. Directors as such shall not receive any salaries for their services.

Section 11: Directors - Residuary Powers. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the

corporation except those specifically granted or reserved for the members by law, the Articles of Incorporation of these bylaws shall be vested in the Board of Directors.

Section 12: Directors - Removal from Office. A director may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him/her at least ten days before such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote which may be taken at the same meeting at which such removal shall take place. A director elected under the terms of this section shall serve until ~~the first annual meeting the next~~ **election of directors** following his/her election, at which time the position will come open for election of a director to serve the remainder of the predecessor's unexpired term of office.

Article V Officers

Section 1: Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The Officers shall be members of the corporation. The Board of Directors may hire an accountant to keep permanent financial records for the corporation.

Section 2: Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors.~~at the regular annual meeting of the members. This shall be done after the~~ **election of Directors at the April meeting or as soon thereafter as convenient.** Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3: Removal. Any officer or agent appointed by the Board of Directors may be removed by the Board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby but such removal shall be held without prejudice to the contract rights, if any, of the person so removed. Any officer may be removed by a vote of two-thirds of the members present at a special meeting of the members.

Section 4: Vacancies. Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Treasurer or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice-President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President may sign, with the Treasurer or any other officer of the Board of Directors, checks from the general funds. The Vice-President shall perform such other duties as from time to time may be assigned to that officer by the President or by the Board of Directors.

Section 7: Secretary. The Secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their post office addresses; prepare and cause to be delivered to the Secretary of State of Missouri, on forms prescribed and furnished by the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and in general perform all duties incident to the office of Secretary and other duties as from time to time may be assigned to that officer by the President or the Board of Directors. The Secretary may sign, with the Treasurer or any other officer of the Board of Directors, checks from the general fund.

Section 8: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws. The Treasurer may sign, with any other officer of the corporation, the checks from the general funds and in general perform all duties incident to the office of Treasurer and other such duties as the President or Board of Directors assigns to that office from time to time. Once a year the treasurer will meet with two members of the corporation to go over the books and then report to the Board of Directors in an informal manner.

Article VI Order of Business

Section 1: Order of Business. The order of business at any regular or special meeting of the members or the Board of Directors shall be:

- a. Reading and disposal of any unapproved minutes
- b. Reports of officers and committees
- c. Unfinished business
- d. New business
- e. Adjournment

Section 2: Parliamentary Procedure. On questions of parliamentary procedures not covered by these bylaws, a ruling by the President shall prevail.

Article VII Committees

The Board of Directors shall have the authority to appoint such committees as may be necessary and to appoint chairpersons and others of said committees.

Article VIII Contracts, Loans, Checks, Deposits and Funds

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2: Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific interests.

Section 3: Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer of the corporation.

Section 4: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the Board may select.

Section 5: Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Article IX Annual Dues

Section 1: Annual Dues. Dues and membership fees may be no less than those established in Article II of these bylaws.

Section 2: Payment of Dues. Dues shall be payable by the date of the annual meeting. Dues of a new member must be paid in full at the time such membership is issued and will not be pro-rated for any portion of a fiscal year. The Board of Directors may waive membership fees and dues for any member showing cause to do so.

Section 3: Default and Termination of Membership. When a member shall be in default in the payment of dues, membership is terminated by the Board of Directors.

Article X

Seal

The corporation shall have no seal.

Article XI

Repeal or Amendment of By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the directors present at any meeting of the Board of Directors or at any special meeting of the members called for such purpose at which a quorum is present, provided, however, no such action shall change the purposes of the corporation so as to impair its right and powers under the laws of said State or to waive any requirement of bond or any provisions for the safety and security of the property and funds of the corporation or its members or to deprive any member with his express assent of rights, privileges or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven nor more than thirty days before such meeting and shall set forth such amendment.