

RESTATED BY-LAWS
OF
DELTA CENTER STAGE, INC.

~~ADOPTED JULY 21, 1981~~
~~Revised July 7, 1984~~
~~Revised June 8, 1985~~
~~Revised June 14, 1986~~
~~Revised June 30, 1990~~
~~Revised August, 1990~~
~~Restated July 20, 2002~~

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ARTICLE I

Objects

The objects of this non-profit corporation shall be those objects and purposes as set out in the Charter of Incorporation incorporated under the laws of the State of Mississippi.

ARTICLE II

MembershipII

Membership

Section 1.Membership in, and all activities and privileges of, this organization are voluntary. The eligibility for membership shall be determined by such rules and regulations as adopted by the Board of Directors and in force at the time an applicant makes application for membership.

Section 2.An applicant for membership must pay the annual dues in advance in such amount as determined by the Board of Directors for the current year. The applicant agrees, by paying such dues, to be bound by the Charter of Incorporation, these By-Laws and any amendments hereafter adopted.

Section 3.Membership may be refused any applicant, by the Board of Directors declining to accept the annual dues, and any member, after acceptance, may be expelled at any time by the Board of Directors. However, if any member is expelled, he shall be refunded the full membership fee paid for the year in which he or she has paid in advance for such membership fee.

Section 4.The Board of Directors may establish different classes of memberships based on different annual dues, but each member of this corporation shall be entitled to only one vote in the election of all officers and any and all other matters requiring a vote of membership.

Section 5.There shall be no individual liability against any member for corporate debts, but the entire corporate property of

this corporation shall be liable for the claims of creditors. The loss of membership by death or in any other manner, whether by expulsion or voluntary withdrawal, shall automatically terminate all interest of such member or members in the corporate assets of this corporation.

ARTICLE III

Annual Dues

The annual dues payable by the members of this corporation shall be in such amount as is fixed by the Board of Directors for the current fiscal year in which applications for membership may be made. All annual dues must be paid in advance, and shall not be reduced, regardless of the time application for membership is made.

ARTICLE IV

Meeting of Members

Section 1. An annual regular meeting of the members shall be held during the month of July at a time and place determined by the Chairman. Any number of members present at such annual regular meetings shall constitute a quorum for the transaction of business, and any action taken shall be by a majority vote of the members present and voting, provided proper notice of the meeting has been given.

Section 2. Members shall be notified of the annual regular meeting by publication of notice in the Greenville ~~and Leland~~

~~newspapers, newspaper,~~ for one publication, at least ten (10) days before the date of the annual meeting. Alternatively, and in the discretion of the Board of Directors, members may be notified by mail at least ten (10) days in advance of the annual meeting.

Section 3. Special meetings of the members may be called by the Chairman, or by any four members of the Board of Directors, at such time and place as the Chairman or they may direct, and only for such purpose or purposes as is specified by the call for such meeting. Any number of members present shall constitute a quorum for the transaction of business, and any action taken shall be by a majority vote of the members present and voting. Notice of special meeting of membership shall be by publication in the Greenville ~~and Leland~~ newspaper and by notice mailed to the membership at least ten (10) days before the special meeting.

Section 4. Proxies shall not be allowed at annual or special meetings of members.

Section 5. The Secretary of any one of the Board or Committees of Delta Center Stage, Inc. will provide the members of said entity or entities at least forty-eight (48) hours notice of any meeting of said board(s) or committee(s).

ARTICLE V

Election of the Board of Directors and Appointment of ~~Production Board~~ Standing Committees

Section 1. There shall be ~~twelve (12)~~ Fifteen (15) directors. Directors shall be elected for three-year terms, which shall be

staggered so that terms of ~~four~~(4)five (5) of the directors shall end each year. Directors, other than a Director who also serves as Treasurer, shall be able to succeed themselves for one term only. A Director who serves as Treasurer of the corporation may serve an unlimited number of three-year terms so long as he/she holds this office. Vacancies of unexpired terms shall be filled by the Board. ~~Beginning August 1, 2003, and thereafter, two members of the Board of Directors shall also be members of the Delta Center Stage Theatre Guild, and two members shall also be members of the Delta Children's Cultural Network.~~

Section 2.The Board of Directors shall have and exercise all the usual power of a board of directors of a Mississippi non-profit corporation. The Board of Directors shall determine policies and the direction of the affairs of the corporation. They shall make all rules they deem necessary or proper for the operation of the corporation and for the due and orderly conduct of its financial affairs and the management of its property, not inconsistent with the Charter and By-Laws of the corporation. They shall not, as a whole body, exercise control in the selection or execution of productions of the corporation, this being the function of the artistic director with the advice and consent of the Artistic Affairs and Education Standing committee whose structure and responsibilities are detailed later in this document. As a whole, the board exercises but control only in the determination of the number of said productions in each

theatrical season and the monies allocated to each such production.

Section 3.The Board of Directors shall meet ~~at least~~ ~~bimonthly~~quarterly and at such other times and places as the Board of Directors or the Chairman may direct. Notice of meetings of the Board of Directors may be verbal or in writing, and when feasible at least three (3) days in advance of the meeting. At meetings of the Board of Directors, a quorum for the transaction of business shall consist of five (5). At all meetings of the Board, business shall be transacted and all matters determined by a majority vote of all Directors present and voting and any action so taken shall be deemed the action of the full Board, unless otherwise expressly provided in these By-Laws. At such meetings, voting cannot be by proxy.

Section 4.The Board may declare the directorship of any director vacant and fill the vacancy if the Director is absent from more than three (3) consecutive regular meetings of the Board without cause deemed sufficient by the Board.

Section 5.The board may, in its sole discretion, hire one or more individuals as Executive and/or Artistic Director(s), on terms that are acceptable to the Board. No paid employee of the corporation shall be eligible for election to the Board of Directors, and no Director shall receive compensation for services as a Director. Prior to any election of Directors at a meeting of the members, a nominating committee composed of three (3) members of the Board selected by the Chairman shall submit

nominations to the membership meeting but this shall not preclude nominations from the floor until nominations are closed by majority vote of members present at the meeting.

~~Section 6.A Production Board of six (6) members shall be appointed by the Chairman, subject to approval of the Board of Directors and current Production Board members, which approval shall not be unreasonably withheld. This Production Board shall serve terms of three years with three terms staggered so that the terms of two members of the Production Board shall end each year. Members of the Production Board may succeed themselves for one term and unexpired terms shall be filled by the Chairman. The term of a Production Board member beyond two terms may be extended by a two-thirds vote of the Board of Directors.~~

~~Section 7: Members of the Production Board, in consultation with the Executive/Artistic Director(s) shall be responsible for the choice of productions for the organization and for the implementation of these productions. They shall make themselves available to the Production Director of each individual production and assist the Production Director as needed. The Production Board shall work in conjunction with the Executive/Artistic Director(s), and the Chairman of the organization, who shall act as liaison between the Production Board and the Board of Directors.~~

~~Section 8: The Board of Directors shall be free to make suggestions to the Production Board through the Chairman. It shall set the number of productions for a given season after consultation with the Chairman who has discussed this with the Executive/Artistic Director(s) and the Production Board. The Board of Directors will allocate the monies available to the Production Board for the production of plays for the current season, and establish budgets for specific productions. In no case may the Board of Directors exercise a voice in the artistic or~~

~~technical aspects of productions, these being the province of the Executive/Artistic Director(s) and the Production Board, in conjunction with the Production Director of each specific theatrical production.~~

~~Section 9. The Production Board may, but need not necessarily, include members of the Production Director's staff for a specific performance. Such staff is left to the discretion of each individual Production Director of a production or, in the discretion of the Production Board, of the of the Executive/Artistic Director(s).~~

~~Section 10. The Production Board may include a production treasurer, who will be appointed by the Chairman of the corporation and who shall keep account of the monies expended during each specific production, when such monies are made available by the Board of Directors for the particular production. The production treasurer is responsible to the Board of Directors for a full and accurate accounting of all expenditures for said production. A house manager may be appointed from the Production Board by the Chairman of the corporation. If appointed, the house manager is responsible for the upkeep of the physical facilities of the corporation and is responsible in turn to the Board of Directors who will disburse funds for necessary repairs, etc. These requests will be relayed to the Board of Directors by the Chairman in his role as liaison.~~

~~Section 11. The Production Board shall hold regularly scheduled monthly meetings, as scheduled by the Chairman of the Production Board.~~Standing committees.

Each member of the board shall serve on one of the following standing committees, as appointed by the board chair: 1. Administration, Finance and Facilities Committee, 2. Artistic Affairs and Education Committee, and 3. Development and Marketing

Committee. Each of these committees shall be vested by the board as a whole with all necessary authority to carry out day to day functions of the organization as detailed below, subject to review during each quarterly meeting. Each committee shall consist of at least 5 board members and support staff as follows.

A. 1. Administration, Finance, and Facilities Committee. This standing committee shall include the treasurer of the corporation, the Board Chairman and four other board members at large. The Board Chairman will serve as chair of this committee whose duties are to oversee budget, administration, personnel and facility issues related to Delta Center Stage. This committee shall compile a report to the board as a whole at each quarterly meeting. The corporation's executive director, any paid administrative personnel and the corporation's board attorney shall serve as staff to this committee.

B. Artistic Affairs and Education Committee. This standing committee consists of those directors appointed to this committee by the Board Chairman with the advice and consent of the corporation's artistic director. The Artistic Affairs and Education Committee will be responsible for reviewing season plans for main stage and education programs as submitted by the organization's artistic director. Members of this committee are responsible for reading and review of show selections (productions,) and for the implementation of these productions. They shall make themselves available to

the Production Director of each individual production and assist the Production Director as needed; aid in securing technical and backstage staffing when appropriate, and provide oversight, advice and consent to the corporation's artistic director. The artistic director and any paid administrative assistants of the corporation shall serve as staff to this committee. Annually, at such time as the board chair deems timely and appropriate, this committee shall report to the board as a whole with a listing of productions for the next fiscal years' season, their scheduled dates and estimated budgets.

C. Development and Marketing Committee

The Development and Marketing Committee is responsible for overseeing and assisting in marketing and development plans and activities, donor benefit programs, prospect identification and solicitation and in securing in-kind marketing support. The corporation's executive director, and any paid administrative assistants shall serve as staff to this committee.

ARTICLE VI

Officers

Section 1.The officers shall be Chairman, Vice Chairman, Secretary, and Treasurer. At the option of the then current Board of Directors, a First and Second Vice Chairman may be selected, with the First Vice Chairman to function as Chairman-

elect for the following year. All officers shall be nominated by the then current Board of Directors with the Chairman and Vice Chairman(men) required to be selected from the membership of such Board. The offices of Secretary and Treasurer may be held by one person. The officers shall be elected by the members at the annual meeting for a term of one (1) year or until their successors have been duly elected and have qualified. Any vacancy in office during a term shall be filled by the Board of Directors at the next meeting.

Section 2.The duties of the officers shall be such as usually pertain to their respective offices or are prescribed and assigned to them respectively by the Board of Directors. The Board of Directors may determine whether any and what compensation shall be paid to such officer, who is not also a Director, for services rendered.

Section 3.The Board of Directors shall have the power to appoint such subordinate officers, employees or agents, as may be necessary in their judgment for the conduct of the business of the corporation, and designate their titles and compensation, if any.

Section 4.Any officer may be re-elected for another term or terms except the Chairman, who shall not serve more than two (2) consecutive terms of one (1) year each. The Chairman and Vice Chairman shall serve as ex-officio members of the Board of Directors while in office. The Chairman shall serve as a non-voting member of the Board of Directors for one (1) year

following expiration of his term of office, in addition to the other ~~twelve~~fifteen Directors.

ARTICLE VII

Committees

Section 1. ~~Standing~~Other standing or special committees as may be required to assist and advise the Board of Directors or ~~the Production Board~~paid staff may be appointed by the Chairman, and may include members of the corporation who are not Directors.

Section 2. ~~The Production Board~~Corporation's artistic director shall be represented on any committee appointed by the Chairman and/or Board of Directors when the purpose of said committee is that of acting with any other organization in the planning or carrying out of a theatrical production.

Section 3. When the Chairmanship of any standing committee is filled by a person who is not a member of the Board of Directors, then that person, while he is serving as chair of said committee shall also serve as an ex-officio, non-voting member of the Board of Directors.

ARTICLE VIII

Order of Business for Annual Meeting

Section 1. The order of business at all regular annual meetings of the membership shall be as follows:

- (a) Calling meeting to order.

- (b) Reading minutes of previous meeting.
- (c) Unfinished business.
- (d) Report of officers.
- (e) Report of Chairman of Board of Directors.
- (f) New business.
- (g) Election of Officers and then Directors.
- (h) Adjournment.

Section 2. Robert's Rules of Order shall govern in matters not provided for by these By-Laws.

ARTICLE IX

Miscellaneous

All productions of the Delta Center Stage, Inc., are the property of the corporation and cannot be reproduced in sound or film without permission of the Board of Directors.

ARTICLE X

Reports

Section 1. The fiscal year shall begin on the first of June and end on the 31st day of May.

Section 2. The Treasurer shall cause to be kept a proper record of all monies received for the corporation from all sources, and keep proper check or receipts evidencing the amount and nature of all expenditures. ~~The treasurer of the Production Board shall keep similar accounts and be responsible for making these reports available to the Treasurer of the~~

~~Board of Directors in sufficient time to allow the Treasurer to incorporate them into his accounting and subsequent reports. These~~ Expenditure and budget records will be relayed from the Production ~~Treasurer~~ staff of each show to the Treasurer of the Board of Directors ~~by the Chairman~~ who will see that sufficient time for proper preparation is allowed. The monies of the corporation shall be deposited in the name of the corporation and all payments made in its name. In the discretion of the Board of Directors a separate account may be used by an individual show's ~~the Production Board Treasurer to enable him to disburse his~~ production staff to enable them to disburse funds throughout the course of a production.

Section 3. The accounts of ~~both the Treasurer and the Production Board~~ the Treasurer shall be reviewed by an independent certified public accountant appointed by the Board of Directors at the end of each fiscal year and at such other times as are deemed by the Directors to be expedient.

Section 4. A financial report, based on such a review, shall be made to the Board of Directors by the Treasurer or Chairman at least once annually and such report shall be available to the members upon request. Such report shall not disclose money payments made to any one individual, but Directors shall have the right to be given such information on request.

Section 5. The Chairman shall present an annual report to the Board and to the members, reviewing the previous season and

making such forecasts for the season approaching as may be reasonable.

ARTICLE XI

The Delta Center State Theatre Guild

Section 1.The Board of Directors may appoint certain individuals, the number of which is in the sole discretion of the Board, to comprise an unincorporated auxiliary organization to be known as the "Delta Center Stage Theatre Guild." The purpose of this auxiliary group shall be (1) to focus upon enhancing the experience of the attendees of productions by making attendance at performances a positive social activity, and (2) to plan and schedule such auxiliary events as the Annual Gala, special events and other such special social events.

Section 2.The Delta Center Stage Board of Directors shall at all times include two members of the Theatre Guild.

Section 3.Expenses of the Theatre Guild shall be a part of the Delta Center Stage, Inc. budget, as approved by the Board of Directors.

ARTICLE XII

Amendments

Section 1.These By-Laws may be amended at any annual membership meeting or at a special meeting of the members of the corporation called for the purpose, but no amendment shall be in order at any meeting unless not less than ten (10) days previous notice of the nature of the proposed amendment shall have been

given by mail to all members. A two-thirds vote of those members present at a duly convened meeting shall be required to amend the By-Laws.

~~ARTICLE XIII~~

~~Gender~~

~~ARTICLE XIII~~

~~Gender~~

Any use in these Bylaws of pronouns of the masculine gender shall be interpreted as applying also the feminine gender.

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