

BYLAWS FOR THE UPSTART CROW, INC.

Approved June 30, 2012.

ARTICLE I. MEMBERSHIP

- A. A person shall become and shall continue to be a member of The Upstart Crow when they shall have made a significant contribution to three major productions within the period covered by the six most recent major productions. The effective date of a production for membership purposes is opening night of that production.
- B. A person who has made a significant contribution to ten Upstart Crow major productions and who has been a member of the Upstart Crow for four years and who continues to pay dues shall be a member emeritus of the Upstart Crow.
 1. All major productions in which the person makes a significant contribution shall be counted towards the ten production requirement, regardless of membership status.
 2. Members emeritus shall have all the rights and privileges of members of The Upstart Crow, and shall in all ways be considered members of The Upstart Crow.
- C. The voting membership of The Upstart Crow consists of all members as defined in Article I, Section A.
- D. A \$10.00 non-refundable, annual dues shall be collected from each member. Dues shall be paid before or at the annual meeting of each year. Such dues are required for membership.
- E. Non-discriminatory clause to be added.

ARTICLE II. THE BOARD OF DIRECTORS

- A. The Board of Directors shall be selected as follows:
 1. Six members shall be elected to the Board of Directors at each annual meeting by the membership of The Upstart Crow.
 2. The Board of Directors shall appoint from among their number a President, a Secretary, and a Treasurer.
 3. In the event that a permanent vacancy occurs in the Board of Directors, a special meeting of The Upstart Crow shall be called no later than two calendar months after said vacancy occurs. An election shall be held at this meeting to fill the vacancy.
 4. A quorum shall consist of four voting members of the Board of Directors.
- B. The Board of Directors shall select plays to be produced by The Upstart Crow and appoint a director for each play. In addition, the Board of Directors shall carry out such duties as shall be delegated to it by the membership of The Upstart Crow.
- C. The Board of Directors is answerable to the membership of The Upstart Crow in all matters, and the membership can override any action of the Board of Directors by majority vote at any membership meeting, including those actions defined in Article II, Section B.
- D. The Board of Directors shall meet at least once during each fiscal quarter. Members of The Upstart Crow shall be given suitable notice of each board meeting and shall be entitled to attend and participate, but not vote. When feasible, a Board Member may attend a meeting electronically and that attendance shall count toward a quorum.

ARTICLE III. MEMBERSHIP MEETINGS

- A. Robert's Rules of Order shall be followed at all membership meetings of The Upstart Crow.
- B. The annual Company Meeting for the purpose of electing the Board of Directors as specified in Article

V, Section 4 of the Articles of Incorporation and Article II of the Bylaws shall be held each fiscal year no later than August thirty-first. Members shall be notified of the time and place of the annual meeting no later than one week prior to this meeting.

C. Special meetings of the membership can be called by any member provided suitable notice of at least one week prior to the meeting, has been given to every member.

D. A quorum is fifty percent of the voting membership of The Upstart Crow.

ARTICLE IV. AMENDMENTS

A. These bylaws may be amended by a two-thirds vote of the voting membership.