

BYLAWS FOR THE UPSTART CROW, INC.
Approved June 24, 2018.

ARTICLE I. MEMBERSHIP

- A. **Membership Status.** 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 (3) productions within the period covered by the eight (8) most recent productions. The effective date of a production for membership purposes is closing night of that production.
- B. **Member Emeritus Status.** A person who has made a significant contribution to ten (10) Upstart Crow productions and who has been a member of the Upstart Crow for four (4) years and who continues to pay dues shall be a member emeritus of the Upstart Crow.
1. All productions in which the person makes a significant contribution shall be counted towards the ten (10) 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. **Members' Voting Rights.** The voting membership of The Upstart Crow consists of all members as defined in Article I, Section A and Article I, Section B.
- D. **Dues.** A \$20.00 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. **Defining a Significant Contribution.** For the purposes of membership, a significant contribution shall be defined as a contribution meriting a stipend check in accordance with The Upstart Crow's Policies and Customs.

ARTICLE II. THE BOARD OF DIRECTORS

- A. **Number.** Six (6) members shall be elected to the Board of Directors by the membership of The Upstart Crow.
- B. **Powers.** All of the activities, business affairs, and functions of The Upstart Crow shall be managed by its Board of Directors and conducted by the Board of Directors or any designated representative, except as provided by law or the Articles of Incorporation.
- C. **Selection.** Members shall be elected to the Board of Directors at the annual meeting by the membership of The Upstart Crow.
- D. **Terms.** All directors shall be elected to serve a two (2) year term or until their successor is elected.
1. Terms shall be staggered so that half of the number of directors will end their term in any given year.

E. **Ex Officio Members.** The Board of Directors may select up to three (3) Ex Officio Members, at their discretion.

1. **Voting Rights.** Ex Officio Members are not considered voting members of the Board of Directors.
2. **Selection.** Ex Officio Members shall be selected from the community at-large to serve in an advisory role to the Board of Directors.
 - 2.i. The director of any play currently in production shall automatically be considered an Ex Officio Member for the duration of their role as director; they shall not count towards the three (3) Ex Officio member limit.
3. **Duties.** Ex Officio Members are expected to attend and participate in all meetings of the Board of Directors.
4. **Terms.** Ex Officio Members serve at the discretion of the Board of Directors. Their terms may be reaffirmed or ended by majority vote.

F. **Vacancies.** In the event that a permanent vacancy occurs in the Board of Directors, a special Company Meeting of The Upstart Crow shall be called no later than two (2) calendar months after said vacancy occurs. An election shall be held at this meeting to fill the vacancy.

1. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

G. Meetings.

1. **Rules of Order.** Robert's Rules of Order shall be followed at all meetings of the Board of Directors.
2. **Regular Meetings.** The Board of Directors shall meet at least once during each fiscal quarter. Members of The Upstart Crow shall be entitled to least one (1) week notice of each regular board meeting and shall be entitled to attend and participate, but not vote.
3. **Special Meetings.** Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. Members and Directors shall be entitled to at least one (1) week notice of each special board meeting. Members may be invited to attend and participate, but not vote.
4. **Attendance.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in regular or special meetings through the use of any means of communication by which all Directors participating may

simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

5. **Quorum.** A quorum shall consist of four (4) voting members of the Board of Directors for the purpose of the transaction of business at any meeting. If less than four (4) voting members of the Board of Directors are present at any meeting, any one (1) Director may call for the meeting to be adjourned or postponed until a quorum is attained.
- H. **Special Duties.** The Board of Directors shall select plays to be produced by The Upstart Crow and appoint a director for each play.
- I. **Responsibilities.** 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.
- J. **Removal of Directors.** A Director may be removed with or without cause by a two-thirds (2/3) vote of the membership at any membership meeting, provided that the intention to consider removal is given in writing with at least fourteen (14) days notice.
- K. **Resignation.** Any Director may resign from office at any time by written notice to the President, Secretary, or to the chair of any membership meeting. Any such resignation will be effective upon its receipt, unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.
- L. **Informal Action By The Board of Directors.** Any action required or permitted to be taken by the entire Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE III. OFFICERS

- A. **Selection.** The Board of Directors shall elect or appoint from among their number a President, a Vice-President, a Secretary, and a Treasurer.
- B. **Terms.** A person elected or appointed to any office will serve in that office for the duration of their term on the Board of Directors or until such officer is removed pursuant to Article III, Section C, or resigns pursuant to Article III, Section D.
- C. **Removal; Delegation of Duties.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment that the best interests of The Upstart Crow would be served thereby The Board of Directors may, whenever in its judgment that the best interests of The Upstart Crow would be served thereby, temporarily delegate an officer's powers and duties to any other officer or to any Director.

- D. **Resignation.** Any officer may resign from office at any time by written notice to the President, Secretary, or to the chair of any membership meeting. Any such resignation will be effective upon its receipt by The Upstart Crow unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.
- E. **Vacancies.** A 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.
1. In the event that the office of President is vacated, The Vice-President will automatically assume the office of President, unless prevented from doing so by a majority vote of the Board of Directors.
- F. **President.** The President shall be the principal executive officer of The Upstart Crow and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of The Upstart Crow and shall, when present, preside at all meetings of the members and all meetings of the Board of Directors. The President shall also be responsible to set and determine the agenda for each meeting of the members and the Board of Directors. Except as may be specifically provided by resolution of the Board of Directors, the President will be the proper officer to sign on behalf of The Upstart Crow any agreement or other instrument of any significant importance.
- G. **Vice-President.** The Vice-President shall perform the duties of the President in the absence of the President, and when so acting shall have all the powers of the President of The Upstart Crow. In addition, the Vice-President shall perform such other duties as from time by time may be assigned to them by the President or by the Board of Directors.
- H. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board, or the members, and see that all notices are duly given as provided in these Bylaws, or as required by law, and shall be the custodian of the official records and minutes of The Upstart Crow.
1. The Secretary shall keep records of the Directors and their term limit expiration and, in general, perform all duties as may be assigned by the President. Copies of minutes of the previous meeting will be distributed to all members of the Company and the Board at least one (1) week prior to the next scheduled meeting of said Board.
- I. **Treasurer.** The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the The Upstart Crow, and will cause all money and other valuable effects to be deposited in the name and to the credit of The Upstart Crow in such depositories, subject to withdrawal in such manner, as may be designated by the Board of Directors. The Treasurer will render to the Board of Directors and the President at proper times an account of all transactions as Treasurer and of the financial condition of The Upstart Crow. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements, and returns as may be required by law.
- J. **Specific Restrictions Regarding Treasury Funds.** In order to prevent the appearance of improprieties regarding treasury funds, no two relations of the same family may be signers

on The Upstart Crow's banking institution(s) at the same time. In the event that two or more relations of the same family are members of the Board of Directors at the same time, a designated signer shall be selected and approved from the remaining Board of Directors. The designated signer's term shall be for the fiscal year, and the term can be revisited as necessary.

ARTICLE IV. COMMITTEES

- A. **Committee Creation.** The Board of Directors may create or disband such committees as shall be deemed necessary for the conduct of the affairs of The Upstart Crow.
- B. **Powers.** Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:
1. take any final action on matters which also requires board members' approval or approval of a majority of all members;
 2. fill vacancies on the Board of Directors in any committee which has the authority of the board;
 3. amend or repeal Bylaws or adopt new Bylaws;
 4. amend or repeal any resolution of the Board of Directors which by its express terms is not to be amended or repealed;
 5. appoint any other committees of the board of directors or the members of these committees;
 6. approve any transaction;
 - 6.i. to which The Upstart Crow is a party and one or more Directors have a material financial interest; or
 - 6.ii. between The Upstart Crow and one or more of its Directors or between The Upstart Crow or any person in which one or more of its Directors have a material financial interest.
- C. **Committee Selection and Size.** The Board of Directors shall designate Committee Chair assignments from Directors, determine appropriate size, and make committee appointments from the membership as necessary.
- D. **Terms.** Each member of a committee shall continue as such until such committee member's successor is appointed, unless the committee, or the Board of Directors, elects by majority vote to remove such member.
- E. **Responsibilities.** Each committee shall report regularly to the Board of Directors.

- F. **Resignation.** Any committee member may resign from a committee at any time by written notice to the President, Secretary, or to the chair of any committee meeting. Any such resignation will be effective upon its receipt by The Upstart Crow unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.
- G. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- H. **Quorum; Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V. MEMBERSHIP MEETINGS

- A. **Rules of Order.** Robert's Rules of Order shall be followed at all membership meetings of The Upstart Crow.
- B. **Company Meeting.** 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 July thirty-first (31st).
- C. **Notification.** Members shall be notified of the time and place of the annual Company Meeting no later than one (1) week prior to this meeting.
- D. **Special Meetings.** Special meetings of the membership can be called by any member provided suitable notice of at least one (1) week prior to the meeting, has been given to every member.
- E. **Quorum.** A quorum is fifty (50) percent of the voting membership of The Upstart Crow.

ARTICLE VI. BYLAWS AMENDMENTS

- A. **Proposed Amendments.** Proposed Bylaws amendments may be submitted by the Board of Directors or by a committee appointed by the Board of Directors.
- B. **Meetings.** Amendments to the Bylaws must be voted upon at the annual Company Meeting or at a Special Meeting called for that purpose.
- C. **Notification.** Members of The Upstart Crow shall be entitled to receive a copy of any proposed Bylaws amendments at least one (1) week prior to voting upon them.
- D. **Ratification.** Final adoption of amended, new, or restated Bylaws must be approved by a two-thirds (2/3) vote of the voting membership.
- E. **Restrictions.** No amendment shall be made to these Bylaws which would:

- a. cause The Upstart Crow to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code; or
- b. cause the Bylaws to become inconsistent with the Articles of Incorporation.

ARTICLE VII. NON-DISCRIMINATION

- A. The Upstart Crow does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of volunteers and vendors, and provision of services to our patrons and students. We are committed to providing an inclusive and welcoming environment for all of our patrons, volunteers, and vendors.
- B. The Upstart Crow, Inc., is an equal opportunity employer, who will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, or gender expression.