

BY - LAWS
of
SUN PRAIRIE CIVIC THEATRE, Inc.

ARTICLE I Office

The office of the organization shall be in the City of Sun Prairie, County of Dane, and State of Wisconsin.

ARTICLE II No Stock Corporation

The organization shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the organization shall be distributed to its members, directors, or officers. No payment shall be made to any director, officer, or member for services rendered unless properly authorized by resolution of the Board of Directors.

ARTICLE III Membership

Section 1 Membership Requirements: Any person interested in the activities of the Sun Prairie Civic Theatre shall be eligible for membership.

Section 2 Classes of membership: The membership shall be divided into three classes: Adult, Youth, and Honorary.

Section 2.1 Adult members: Adult members in good standing shall be those persons who are at least eighteen years of age and have paid dues for the current fiscal year.

Section 2.2 Privileges of Adult members: Adult members holding a valid voting membership shall have the right to vote, shall have the right to attend all Sun Prairie Civic Theatre social functions, shall be entitled to receive any Sun Prairie Civic Theatre publications, and shall be entitled to admittance to the Invitational Night Preview of each production. Additional privileges may be granted by two-thirds vote of the Board of Directors or by a majority vote of the membership at a general membership meeting.

Section 2.3 Youth members: Youth members shall be those persons who are under eighteen years of age and have paid annual dues. A youth member upon reaching the age of eighteen may become an active member without the payment of additional dues for that fiscal year.

Section 2.4 Privileges of youth member: Youth members do not have the power of vote, but shall be entitled to attend all general membership meetings. Youth members, when accompanied by a parent or guardian, may attend all Sun Prairie Civic Theatre social functions. They shall be entitled to receive any Sun Prairie Civic Theatre publications, and shall be entitled to admittance to the Invitational Night Preview of each production. Additional privileges may be granted by two-thirds vote of the Board of Directors or by majority vote of the membership at a general membership meeting.

Section 2.5 Honorary members: Honorary members shall be those persons or entities whom the Board of Directors, by unanimous approval, deem worthy of such membership and shall be subject to approval by a majority vote of the members present at a general membership meeting. Honorary membership is bestowed for the life of the recipient, unless revoked by unanimous vote of the Board or Directors and be subject to approval by a majority vote of the members present at a general membership meeting.

Section 2.6 Privileges of honorary members: Honorary members do not pay annual dues. They do not have the power of vote. Honorary members may attend all Sun Prairie Civic Theatre social functions and are entitled to receive all Sun Prairie Civic Theatre publications and shall be entitled to admittance to the Invitational Night Preview of each production. Additional privileges may be granted by two-thirds vote of the Board of Directors or by a majority vote of the membership at a general membership meeting.

Section 3 Membership Year: The Membership Year for adult and youth members shall coincide with Sun Prairie Civic Theatre's fiscal year. New memberships received after October 1 will include the balance of that fiscal year plus the following fiscal year at the price of a single year's membership.

ARTICLE IV Dues

Section 1 Adult and Youth members: Adult and youth members shall pay annual dues at the beginning of the fiscal year, as set by the Board of Directors. If dues are not paid within 45 (forty-five) days from the beginning of the fiscal year a membership shall be suspended. To be reinstated dues must be paid.

Section 2 Honorary members: Honorary members shall pay no annual dues.

ARTICLE V Meeting of Members

Section 1 Regular Meeting: Sun Prairie Civic Theatre will hold no less than two regular membership meetings per year. The Board of Directors shall set the time and place of such meetings.

Section 2 Annual Meeting: An annual meeting to elect members to the Board of Directors shall be held once each year, at a time and place determined by the Board of Directors.

Section 3 Special Meetings: Special meetings of the members may be called by the President, or by any three Directors, or by the President at the request of one fourth (1/4) of the Adult Members in good standing. The person or persons calling said meeting shall determine the time and place of such meeting.

Section 4 Notices of Meetings: Written notices of any membership meeting stating the time, and place of the meeting, shall be sent to all members at least ten (10) days prior to such meeting and in the manner and form as the Board of Directors shall determine.

Section 5 Right to Vote: Each Adult Member in good standing shall be entitled to one vote. Youth, and Honorary members shall not be entitled to vote.

Section 6 Voting: Members must vote in person.

Section 7 Quorum: Members holding one fifth (1/5) of the votes entitled to be cast, present in person, shall constitute a quorum at a meeting of members. A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by the Articles of the Constitution or elsewhere in the By-Laws.

ARTICLE VI Board of Directors

Section 1 General Powers and Number: The government, management, and control of the affairs of the organization shall be vested in the Board of Directors consisting of twelve members of whom five shall be President, Vice President, Secretary, Treasurer, and Producer. The other seven will be Members at Large serving on the board

Section 2 Tenure: Board members will be elected by the General Membership at the spring Annual Meeting to serve three (3) year terms. Board terms shall be staggered so that four board members are elected each year. Each Director shall be eligible to serve two consecutive three-year terms. Following six years on the Board of Directors a person may continue to serve by a 3/4 vote of the membership at the annual membership meeting where election of board members takes place.

Section 3 Nominations: Thirty days prior to the annual meeting in spring the President shall appoint, with the approval of the Board of Directors, a nominating committee consisting of three Adult members in good standing. Such committee shall make their report by submitting one name or more for each Board vacancy to all members in writing ten days prior to the Annual Meeting. At the annual meeting additional nominations may be made from the floor.

Section 4 Elections: Board members shall be elected by secret ballot. In order for a Board member to be elected, the candidate must receive a majority of the votes cast. If a majority of votes is not cast for each vacancy, the candidates receiving the most number of votes for the still vacant seats plus one shall be voted on again. Final vote tallies shall be announced and recorded following the vote.

Section 5 Election of Officers: The New Board of Directors shall meet immediately following the Annual Meeting of members for the purpose of electing the officers of the corporation. The newly constituted Board shall take over the government, management, and control of the affairs of the organization at the beginning of the fiscal year as indicated in Article IX.

Section 6 Regular Meetings: The Directors shall also establish regular meetings at stated intervals.

Section 7 Special Meetings: The President or any three Directors may call special meetings. The person or persons calling the meeting will set the place, date, and time for such meeting.

Section 8 Quorum: Seven members of the Board shall constitute a quorum for transaction of business at any regular or special meeting of the Board of Directors.

Section 9 Removal From Office: A) A member of the Board may be removed for cause by a vote of four-fifths (4/5ths) of the Board; or B) A member of the Board may be removed for cause by a two-thirds (2/3rds) majority of the Adult members in good standing present at a General Membership meeting called for that purpose.

Section 10 Vacancies: In the event board member vacates an office through failure to attend five board meetings in one fiscal year without excuse, this constitutes a resignation from the Board of Directors. The Board, who shall choose a qualified Sun Prairie Civic Theatre Adult Member in good standing to complete the unexpired term of vacated board position.

Section 11 Standing Committees: At each year's first Board meeting the Board will take action to insure the appropriate population of the SPCT committees

Section 12 Informal Action: Any action required or permitted by the Articles of the Constitution or those By-Laws to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting. Such action shall be confirmed at the next meeting.

ARTICLE VII Officers

Section 1 Number: The principal officers of the organization shall be President, Vice President, Secretary, Treasurer, and Producer, each of who shall be a member of the Board. The same person may not hold two offices.

Section 2 President: The President shall be the principal executive officer of the organization and shall be subject to the control of the Board of Directors. The President shall in general supervise and control all the business and affairs of the organization. The President shall preside at all meetings of the members and of the Board of Directors. The President shall be allowed to make motions, and to vote on any and all motions. The President shall have authority, when granted by the Board of Directors, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the organization as the Board shall deem necessary; to prescribe their powers, duties, and compensation, and to delegate authority to them. The President shall have authority to sign, execute, and acknowledge on behalf of the organization, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the organization's regular business, all of which shall have been authorized by resolution of the Board of Directors and except as otherwise provided by law or the Board of Directors. The President may authorize the Vice President or other officers or agents of the organization to sign, execute, and acknowledge such documents or instruments in his place. In general, the President shall perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time. Other specific duties shall be outlined in Sun Prairie Civic Theatre's Manual of Operations.

Section 3 Vice President: The Vice-President shall ensure that financial and business-aspects of the Corporation, other than record keeping, are properly attended. In the absence of the President, the Vice-President shall preside at meetings of the Corporation and shall perform the duties normally performed by such an Officer. He/she shall also annually review the Manual of Operations for the Association and make recommendations to the board regarding such revisions as necessary. Other specific duties shall be outlined in Sun Prairie Civic Theatre's Manual of Operations.

Section 4 Secretary: The Secretary shall (a) keep minutes of the membership and Board of Director's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the By-Laws; (c) be custodian of the organization's records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Board of Directors. Other specific duties shall be outlined in Sun Prairie Civic Theatre's Manual of Operations.

Section 5 Treasurer: The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization; and deposit all such moneys in the name of the organization in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; (b) disburse funds on behalf of the organization and be responsible for an accurate and up-to-date accounting of such disbursements; and (c) in general perform all of the duties incident to the office of Treasurer, and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or the Board of Directors. Other specific duties shall be outlined in Sun Prairie Civic Theatre's Manual of Operations.

Section 7 Bonding: The President, Treasurer, Secretary, and Ticket Chairperson shall give a bond for the faithful discharge of all financial responsibilities in such sums and with such sureties as the Board of Directors shall determine, and the cost of such bonds (s) shall be paid for by the organization.

Section 8 Compensation: The officers and directors of the organization serve without pay.

ARTICLE VIII Contracts, Loans, Checks, and Deposits

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

Section 2 Loans: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its' name unless

authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3 Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 4 Deposits: All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE IX Fiscal Year

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X Amendments

These By-Laws may be amended at any regular meeting of the membership, provided that a written or printed statement of the nature of the proposed amendment is included in the notice of the meeting and is given or mailed to each active member ten days prior to such meeting. An amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by Adult members in good standing present at such meeting.

ARTICLE XI BOARD OF FINANCIAL TRUSTEES

Section 1 Endowment Funds: The funds managed by the Board of Financial Trustees shall be called the Endowment Funds. These funds are for the future operation and financial well being of the Sun Prairie Civic Theatre.

Section 2 General Powers and Number: The management and control of the affairs of the Endowment Funds shall be vested in the Board of Financial Trustees, consisting of not less than three members, the exact number to be established by the Board of Financial Trustees from time to time. The treasurer of the Board shall be a non-voting ex-officio member.

Section 3 Tenure: Board members will be elected to serve for ten-year terms.

Section 4 Officers: Three members of the Board of Financial Trustees shall act as officers: Chairperson, Vice-Chairperson, and Secretary/Treasurer. Officers shall be elected at the first meeting following the election of a new trustee, and at least annually at the fall meeting.

Section 4.1 Chairperson: The Chairperson shall preside over all meetings, shall have an agenda for all meetings, and shall otherwise have duties and responsibilities as designated from time to time by the Board of Financial Trustees.

Section 4.2 Vice-Chairperson: The Vice-Chairperson shall act in the absence of the Chairperson, and shall otherwise have duties and responsibilities as designated from time to time by the Board of Financial Trustees.

Section 4.3 Secretary/Treasurer: The Secretary/Treasurer shall keep all books and records of meetings and financial matters of the Board of Financial Trustees; shall take minutes of all meetings, and provide written copies of those minutes to the other trustees and to the Board of Directors within 30 days of any meeting; shall keep and maintain all financial records, and shall report on financial matters to the trustees at each meeting, and to the Board of Directors and the general membership annually; and shall otherwise have duties and responsibilities as designated from time to time by the Board of Financial Trustees.

Section 5 Selections of Trustees

Section 5.1 Nominations: A candidate may be nominated to fill a vacancy by either the Board of Financial Trustees, or by the Board of Directors.

Section 5.2 Approval: A candidate must be approved by a two thirds (2/3) vote of both the Board of Financial Trustees and by a two thirds (2/3) vote of the Board of Directors prior to being placed on the ballot for the general membership.

Section 5.3 Election: Board members who have been approved according to the previous section shall be elected by closed ballot of the general membership at any general membership meeting where prior notice has been mailed to the membership at least ten days before the meeting.

Section 5.4 Notice: The general membership meeting notice must consist of a statement that an election to the Board of Financial Trustees will be conducted, the name of the candidate and biographical information including the qualifications of the candidate.

Section 5.5 Vote: The candidate must receive at least two thirds (2/3) of the votes from the members eligible and present at the meeting.

Section 5.6 Absentee Ballots: Written and signed absentee ballots from members registered with the secretary prior to the start of the meeting will be considered.

Section 5.7 Timing: The newly elected board member shall take over their duties and responsibilities immediately.

Section 6 Meetings Regular:

Regular meetings of the Board shall be held each year,

Section 6.1 Special Meetings: The Chairman or any two trustees may call special meetings. The person or persons calling the meeting will set the place, date, and time for such meeting.

Section 6.2 Quorum: A simple majority of the Board shall constitute a quorum for transaction of business at any regular or special meeting of the Board of Financial Trustees.

Section 6.3 Manner of Acting: Action of a majority of Trustees must be done at a special or regular meeting. Any board member who can simultaneously either hear or see all comments from other members will be considered to be present for the purpose of holding meetings.

Section 7 Reports: An annual financial report shall be made to the general membership at the annual meeting of the Sun Prairie Civic Theatre membership. Reports shall be made to the Board of Directors on a quarterly basis or as requested by the Board of Directors.

Section 8 Funding: a) At the end of a fiscal year the board of directors will transfer to the Endowment Fund an amount they deem appropriate at that time.

b) The Trustees will otherwise be responsible for raising funds for the Endowment Fund.

c) Decisions regarding investments or the release of money to the Board of Directors for whatever purpose must be approved by a majority vote of the Board of Financial Trustees.

Section 11 Financial Advisor: The Board of Financial Trustees may appoint a non-voting financial advisor or advisors. The Board of financial Trustees will notify the Board of Directors of the appointment of a Financial Advisor(s) within 30 days of appointment.

Section 12 Removal From Office: A member of the Board of Financial Trustees may be removed with or without cause by a majority vote of the Board of Financial Trustees, with a following two thirds (2/3) vote of the Board of Directors.