

Bylaws of STAGE-M

ARTICLE 1: Name, Mission, Vision, Purpose, Fiscal Year and Offices

Section 1.01. Name.

The name of this corporation is Society for Theatre Arts Growth and Entertainment in Mid-Michigan (hereinafter referred to as "STAGE-M")

Section 1.02. Mission Statement.

The mission of STAGE-M is to create an outlet for community engagement by providing a wide range of quality theatrical experiences to enrich the cultural life of Mid-Michigan.

Section 1.03. Vision Statement.

STAGE-M strives to be the best community theatre we can be, as evidenced by:

- The production and creation of a broad range of high quality theatrical experiences that delight and challenge our audiences, volunteers, and the community.
- Our effective engagement of volunteers - who are the heart of our work and the key to our success.
- An environment where volunteers, students, and staff can continuously develop their skills, support and mentor each other, and remain fulfilled with their theatrical experiences.
- A welcoming environment that embraces and promotes inclusivity.
- Comfortable, accessible, safe, state-of-the-art facilities and equipment which advance our creativity and production quality.
- Educational efforts and partnerships that nurture creative theatrical talents.
- The celebration of theatre and its essential contribution to our quality of life and appreciation of the theatre as a vital part of the fabric of the community and humanity.
- A reputation respected locally and regionally for theatrical quality.
- A compassionately committed, effective Executive Board with vision and drive.
- Financial stability and sustainability achieved through patronage, donations, endowment, and fiscal responsibility.

Section 1.04. Purpose.

STAGE-M was established as a non-profit corporation under the laws of the State of Michigan and specifically the Michigan Nonprofit Corporation Act of 1982, as amended and is organized exclusively for charitable purposes as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. The purpose of STAGE-M is to do any and all legal things or acts to improve, promote, and assist in providing community theatrical experiences in Mid-Michigan which the Executive Board deems to be in the best interests of STAGE-M.

Section 1.05. Fiscal Year.

The fiscal year of STAGE-M shall commence on January 1 of each year and end of December 31.

Section 1.06. Offices.

The principal office of STAGE-M shall be at whatever physical location the Executive Board deems appropriate. The mailing address shall be P.O. Box 1236, Big Rapids, MI 49307

ARTICLE 2: Membership

Section 2.01. Eligibility.

STAGE-M shall offer the opportunity to apply for membership to any interested person, family, or organization Membership is granted after completion and receipt of a membership application and annual dues. Membership may also be acquired through Time-investment or in-kind donations during STAGE-M shows or sponsored events

Section 2.02. Annual Dues.

Annual membership dues and membership options shall be reviewed annually by the Finance Committee for recommendation to the Executive Board for consideration at its annual meeting. Participation in voting is contingent upon being current in payment of membership dues. One vote per registered entity who is current with membership dues. Season tickets shall be independent from membership dues. Benefactor levels shall be independent from membership dues. Ads and Sponsorships are independent of Membership dues.

Section 2.02.01. Levels of Patronage.

Levels of patronage shall be determined by financial levels of donation. Understudy Patronage, Supporting Role Patronage, Designing Patronage, Star Patronage, Family Patronage

Section 2.02.02. Sponsorships.

Show underwriters (angels)

Section 2.02.03. Program Advertisers.

People and businesses that purchase ad space for seasonal program.

Section 2.03. Rights of Members.

Each member shall be eligible to cast one vote either in person or via online admission during STAGE-M Board elections.

Section 2.04. Non-Voting Membership.

The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 3: Meetings

Section 3.01. Regular, Electronic and Special Meetings.

Regular meetings of the Executive Board shall be held on the first Saturday of every month at the United Church of Big Rapids, and at times as the Board shall designate. Business transacted at any regular meeting need not be limited to matters set forth in the notice of meeting. Electronic meetings may be called at any time by the Chair or by written request signed by more than one-third (1/3) of the Executive Board. Special meetings of the Executive Board may be called at any time by the Chair or by written request signed by more than one-third (1/3) of the Executive Board. Business transacted at any special meeting shall be limited to matters set forth in the notice of meeting.

Section 3.02. Notice of Meetings.

The resolution of the Executive Board establishing the location, date and time or schedule of regular meetings shall serve as notice to the officers of the regular meetings. Notices of special meetings of the Executive Board shall specify the place, the date and the time of the meeting and the nature of the business to be transacted. Notices shall be given by the secretary or their designee, or if the secretary is absent or unable or refuses to act, by any other officer of the Board.

Section 3.03. Methods of Giving Notice.

Any notice required to be given to the Executive Board by these Bylaws shall be in writing and shall be deemed delivered to any officer (i) immediately upon personal delivery; (ii) five (5) days following deposit in the United States first class mail with required postage attached or (iii) on the date of transmission via electronic mail. Notices that are given by mail or electronic mailbox shall be deemed received if addressed to the officer at the last address or electronic address that such person shall have provided in writing to STAGE-M for receipt of notices. Officers shall provide a change in United States Post Office mailing address or email address with thirty (30) days' notice to the secretary of the Board.

Section 3.04. Organization.

The Chair, or in his or her absence, the Vice Chair, shall act as the Chair of each meeting of the Executive Board. In the absence of the secretary at any meeting, the Chair of the meeting may appoint an acting recording secretary.

Section 3.05. Quorum.

At all meetings of the Executive Board, a majority of all officers shall be sufficient to constitute a quorum for the transaction of any business of STAGE-M. The act of a simple majority of the officers present at any meeting at which there is a quorum shall be the act of the Executive Board, except as may be otherwise specifically provided by the Michigan Act, the Articles of Incorporation of STAGE-M or these Bylaws.

After a quorum has been established at a meeting of the Board, a subsequent withdrawal of officers from the meeting which reduces the number of officers present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting, or any adjournment of the meeting, whether the action or adjournment is taken before or after such withdrawal. In the absence of a quorum, any meeting may be adjourned, by the

vote of the majority of the officers present at the meeting, but no other business may be transacted. Notice of any such adjournment shall be given to the officers who are not present at the time of the adjournment.

Section 3.06. Voting.

Each officer shall be entitled to one vote for purposes of all action taken by the Executive Board. Voting electronically shall specify a deadline for response that shall be no less than twenty-four hours.

Section 3.07. Electronic Presence at a Meeting.

Any or all officers may participate in any regular or special meeting of the Executive Board by, or conduct the meeting by telephone, electronic device or using any other means of communication by which all officers participating may simultaneously hear each other during the meeting. An officer participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 3.08. Action Without a Meeting.

Any action which may be taken at a meeting of the Executive Board, may be taken without a meeting if, prior to such action, written consent setting forth the action is signed, physically or electronically, by all the officers and is filed with the secretary of the Board and is recorded in the minutes of the Board. Any such consent action shall have the same effect as a unanimous vote of the Board.

Section 3.09. Compensation. Board officers shall receive no compensation for their services as officers. Expenses incurred relating to work done for STAGE-M may be reimbursed with prior approval of the Board.

ARTICLE 4: Committees

Section 4.01. Standing Committees.

There may be such standing committees as the Executive Board may determine. Each standing committee shall have a minimum three (3) and a maximum of seven (7) voting members including the assigned Executive Board member. The members serve two-year terms, on a rotating basis. In the case of an odd number of members, half the members plus one are appointed in the odd number years, with the remainder appointed in even number years. The assigned Executive Board members shall serve a term in conjunction with their two-year term on the Executive Board. Each standing committee shall make such rules and regulations as it may deem proper for its own governance and for the transaction of the business of STAGE-M. Any such rules and regulations must be approved by the Executive Board. Each standing committee shall make a report of its new and pending actions prior to each meeting of the Executive Board. Each standing committee may act upon the vote of its members in attendance at any meeting or by electronic means in conformance with Article 3. Section 3.08. Electronic Presence at a Meeting. Standing committees shall meet as necessary to accomplish their assigned tasks.

Section 4.01.01. Budget Committee.

The Budget Committee shall be comprised of all committee chairs and production directors for the coming fiscal year. The Treasurer shall serve as the chairperson for this committee. The committee shall meet in December of each year and establish an annual budget to be presented for approval by the Executive Board at the earliest meeting in January.

Section 4.01.02. Education Committee.

The Education Committee shall propose, organize, and implement both external and internal educational programs. The committee is also responsible for awarding all STAGE-M scholarships, including the camp scholarship(s) funded by the STAGE-M Leon Keys Memorial Fine Arts Camp fund in the Mecosta County Community Foundation. A Member at Large shall serve as the chairperson for this committee.

Section 4.01.03. Election Committee.

The Election Committee shall actively solicit nominations for all officer positions that comprise the Executive Board, following the requirements outlined in Article 5. Officers. Section 5.02. Election, Term of Office, and Qualifications. and prepare a ballot to be presented at the November general membership meeting. The committee shall also distribute and collect the completed ballots from the membership and present the results at the December general membership meeting. The Past Chair shall serve as the chairperson for this committee.

Section 4.01.04. Facilities Committee.

The Facilities committee shall oversee the acquisition, maintenance, and use of all physical assets belonging to STAGE-M. The Facilities Coordinator shall serve as the chairperson for this committee.

Section 4.01.05. Fundraising Committee.

The Fundraising Committee shall propose, organize, and implement fund raising activities. A Member at Large shall serve as the chairperson for this committee.

Section 4.01.06. Membership Committee.

The Membership Committee shall propose, organize, and implement the annual membership drive. A Member at Large shall serve as the chairperson for this committee.

Section 4.01.07. Publicity Committee.

The Publicity Committee shall serve as a resource for all publicity efforts of all committees, productions, and generally publicizes the organization. The Secretary shall serve as the chairperson for this committee.

Section 4.01.08. Program Selection Committee.

The Program Selection Committee shall actively solicit suggestions for stage productions or other “theatrically relevant” events that would make up a STAGE-M season. The committee shall also carefully consider/review such productions/events and actively seek directors for those that the committee decides to recommend to the Executive Board for approval at the February general membership meeting. The season shall be voted on for approval at the March general membership meeting. The Vice Chair shall serve as the chairperson for this committee.

Section 4.02. Standing Committee Chairpersons.

A board member will serve as chair for each committee as designated in by-laws. Standing committee chairs may serve successive terms on standing committees. The chairperson shall call all meetings of the committee and present the activities of the committee to the Executive Board.

Section 4.03. Ad Hoc Committees.

The Executive Board may appoint such other committees as the business of the Board may require. Ad hoc committees shall be subject to the same procedural requirements as standing committees.

ARTICLE 5: Officers

Section 5.01. Officers.

The officers of STAGE-M shall consist of Chair, Vice-Chair, Past-Chair, Secretary, Treasurer, and three (3) Members at Large.

Section 5.02. Election, Term of Office, and Qualifications.

Each officer shall be elected for a two-year term by the current membership at the time of the election. All officers must be current members of STAGE-M.

Section 5.03. Subordinate Officers or Agents.

The Executive Board may appoint such other officers or agents as the business of STAGE-M may require, including an assistant secretary, and an assistant treasurer, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Executive Board may determine.

Section 5.04. Removal.

An officer may be removed, with cause, by a two-thirds majority affirmative vote of the Executive Board at any meeting.

Section 5.05. Resignation.

An officer may resign by giving written notice of such resignation to the Chair of the Executive Board. If an Executive Board Member is absent from three consecutive meetings, that officer shall be automatically removed from the Executive Board.

Section 5.06. Officer Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or for any other reason may be filled by appointment by the Chair of the Executive Board. This action shall be subject to review and approval by the Executive Board at its next regular or special meeting. In the event of the vacancy of the Chair, the Vice-Chair will serve as the chair of the Executive Board for the remainder of the term and shall appoint a new Vice-Chair for approval from the Executive Board.

Section 5.07. Chair of the Executive Board.

The Chair shall serve as the chief executive officer of STAGE-M and shall, subject to Executive Board approval, have general supervision over the business of STAGE-M and over its officers. The Chair may sign and execute in the name of STAGE-M. The chair may assign duties to officers, agents, and employees whose duties are not otherwise defined. The Chair shall call and preside over all General Membership and Executive Board meetings and establish agendas for those meetings. The Chair shall appoint, with Executive Board approval, members of the standing committees. To be considered for candidacy for the Chair position, the potential candidate must have been a member of STAGE-M for at least three years or have relevant experience in STAGE-M.

Section 5.08. Vice-Chair of the Executive Board.

At the request of the chair, or in his or her absence or disability, the Vice-Chair shall perform all the duties of the Chair and when so acting, shall have all of the power of, and be subject to, all the restrictions placed upon the Chair. The Vice-Chair shall serve as the chair of the Program Selection Committee. The Vice-Chair shall perform such other duties as may be assigned by the Executive Board or by the Chair. To be considered for candidacy for the Vice-Chair, the potential candidate must have been a member of STAGE-M for at least two years or have relevant experience in STAGE-M.

Section 5.09. Past-Chair of the Executive Board.

Upon completion of service, the former Chair assumes the role of Past-Chair to provide continuity of service and mentorship to the new officers. The Past-Chair serves as the chair of the Election Committee.

Section 5.10. Secretary.

The Secretary is responsible for keeping records of all general and Executive Board meetings and shall share such records within three business days of the meeting with the Executive Board for approval, and with all standing committee chairs to aid in the completion of their respective charges. The Secretary also manages correspondence for STAGE-M. The Secretary shall serve as the chair of the Publicity Committee. To be considered for candidacy for the

Secretary, the potential candidate must have been a member of STAGE-M for at least two years, or have relevant experience in STAGE-M.

Section 5.11. Treasurer.

The Treasurer is responsible for keeping records of all financial transactions and holdings. The Treasurer shall serve as chair of the Budget committee. To be considered for candidacy for the Treasurer, the potential candidate must have been a member of STAGE-M for at least two years, or have relevant experience with STAGE-M.

Section 5.12. Members at Large.

Three Members at Large shall represent the general membership at Executive Board meetings. Each Member at Large shall serve as the chair of either the Education, Fundraising, or Membership Committees as assigned by the Chair. To be considered for candidacy for a Member at Large, the potential candidate must have been a member of STAGE-M for at least one year, or have relevant experience with STAGE-M.

Section 5.13. Student Representative.

The Student Representative shall be appointed by the Chair, with Executive Board approval, and shall serve as representative of the youth of the community at all Executive Board meetings. The Student Representative must be a high school student and serves a one -year term.

ARTICLE 6: Agents and Representatives

Section 6.01. Generally.

The Executive Board, or such individuals as designated by the Board of Directors, may appoint such agents, representatives and other professionals to perform services for or on behalf of STAGE-M with such powers and to performs such acts or duties on behalf of STAGE-M as the Executive Board shall authorize, so far as may be consistent with these Bylaws, to the extent authorized by law. The Executive Board may compensate these agents, representatives and other professionals as it deems appropriate.

ARTICLE 7: Contracts, Deposits, Checks and Contributions

Section 7.01. Prohibited Contracts and Services.

Any contract, transaction, or act on behalf of STAGE-M in a matter in which any one or more of the directors are interested personally shall be at arm's length and not violative of (i) the Board's Conflict of Interest Policy, (ii) the proscriptions in STAGE-M's Articles of Incorporation against the Board's use or application of its funds for private benefit and (iii) reviewed and approved by the Executive Committee. No contract, transaction, or act shall be taken on behalf of STAGE-M that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Section 501 thereof. In no event, however, shall any person or other entity dealing with the directors be obligated to inquire into the authority of the directors to enter into and

consummate any contract, transaction, or other action.

Section 7.02. Contracts.

Except as otherwise provided in these Bylaws, the Executive Board may authorize its chair or other officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of STAGE-M , and such authority may be general or confined to a specific instance. Unless so authorized by the Executive Board, no officer, employee, agent or representative shall have any power or authority to bind STAGE-M by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose.

Section 7.03. Finance and Business Operation.

All funds and investments of STAGE-M shall be deposited in the name of STAGE-M in such bank, banks, or other financial institutions as the Executive Board may designate. All checks, notes, obligations, contracts, instruments for the sale and transfer of all forms of property, real, personal, or intangible, including, but not limited to deeds, bills of sale, and instruments for the sale and transfer of securities, and other such documents may be signed by the chair or treasurer as provided in these Bylaws or by any officer or by such other person or persons as may be designated by resolution of the Executive Board.

ARTICLE 8: Staff Positions.

Section 8.01. Director of Facilities.

The Director of Facilities shall manage all activities in all STAGE-M facilities, coordinate all department heads at the Scene Shop, supervise all load-ins and strikes, and shall supervise the maintenance of all facilities. The Director of Facilities shall serve as the chair of the Facilities Committee.

Section 8.02. Director of Digital Administration and Social Media.

The Director of Digital Administration and Social Media shall coordinate all social media activities, manage and curate the STAGE-M website, supervise all STAGE-M email accounts, and manage all digital correspondence. The Director of Digital Administration and Social Media shall serve on the Publicity Committee.

ARTICLE 9: Indemnification

9.01. Indemnification.

Generally, regarding compensation for loss or injury, STAGE-M shall indemnify its directors and officers to the extent permitted under Michigan law and the Michigan Act, as amended or any successor law thereto. Said, the Board of Directors may authorize STAGE-M to (i) indemnify any or all of its employees and agents who are not directors or officers to any extent that the Board may determine, up to and including the fullest extent permitted under Michigan law, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its

directors, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with STAGE-M.

ARTICLE 10: Dissolution

10.01. Dissolution.

In the event of the dissolution of the Organization, the assets and estate of the organization after payment and discharge of its debts, obligations, and liabilities shall be distributed to such charitable, scientific, or educational purposes which are exempt within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended as the members of the organization prior to its dissolution or during its legal administration after its dissolution, shall direct. Funds previously transferred to the Mecosta County Community Foundation are not included in STAGE-M's assets.

ARTICLE 11: Amendments

Section 11.01. Generally.

The Executive Board shall have the power to alter, amend or repeal the Articles of Incorporation or these Bylaws by an affirmative vote of two thirds of all officers present at a properly called meeting of the Executive Board at which a quorum is present. No electronic voting will be allowed for changes to the Bylaws. A proposed change to the Articles of Incorporation or Bylaws must be submitted in writing to all officers at least thirty (30) days prior to the meeting in which the change will be considered. No such amendment shall authorize the Executive Board to conduct the business of STAGE-M in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Approved and Accepted:
