

**BYLAWS
OF
STAINED GLASS PLAYHOUSE, INC.**

ARTICLE I. Purpose and Offices

Section 1. Purpose. The purpose of Stained Glass Playhouse, Inc. ("the Playhouse" or "the Corporation") is to provide theatrical events which have a moral message. Our goals include: to produce unique and challenging works, to create and attract an audience from the greater Winston-Salem community, to provide opportunities for actors and technicians to increase and improve their skills, and to celebrate life and faith through the performing arts.

Section 2. Principal Office. The Playhouse shall maintain at all times a Principal Office and a Registered Office in the State of North Carolina. These offices may, but need not, be identical offices. The location and address of these offices shall be retained within the records of the Playhouse, shall be properly filed with the State of North Carolina, and may be changed as deemed necessary by action of the Board of Directors.

Section 3. Other Offices. The Playhouse may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may deem necessary from time to time.

ARTICLE II. Members

Section 1. Class of Members. The Playhouse shall have one class of members ("Membership" or "Members").

Section 2. Eligibility for Membership. Membership in the Playhouse is open to all persons, eighteen years or older, who support its Purpose (as stated in Article I, Section 1), who abide by these Bylaws, and who have purchased a Season Flex Ticket for the current season. A person's Membership shall remain current until the end of the fiscal year, at which point that person's Membership will expire unless or until that person has purchased a Season Flex Ticket for the following season.

Section 3. Right of Members. Any current Member is eligible to vote in the Election of Directors and Officers at the Annual Meeting.

ARTICLE III. Board of Directors

Section 1. General Powers. The affairs of the Playhouse shall be managed by the Board of Directors ("Board" or "Directors") except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. These general powers shall include, but not be limited to the following:

- a) Establish as necessary policies and guidelines for the Playhouse.
- b) Review and approve the Playhouse's annual budget.
- c) Manage the fiscal and administrative needs of the Playhouse including approval of all expenditures and hire or removal from employment any employee as deemed necessary to carry on the functions of the Playhouse.

Section 2. Number and Qualification.

- a) The number of Directors of the Playhouse shall be not less than nine (9) and not more than fifteen (15).
- b) Directors, to the greatest extent possible, shall be selected from a cross section of community leadership. This cross-section shall include but not be limited to professionals, academics, a variety of socioeconomic groups and in particular persons who are patrons of or involved with the performing arts. They shall have demonstrated an interest in the Playhouse and shall have indicated a willingness to contribute time and effort to the Purpose of the organization.
- c) At least five (5) Directors shall be a part of and represent Marvin United Methodist Church. These five (5) Directors will be recommended by the Administrative Council of that church.
- d) All Directors are expected to become, and remain for the duration of their term, Members of the Playhouse as defined in Article II, Section 2, by supporting the Purpose of the Playhouse, abiding by these Bylaws, and purchasing a Season Flex Ticket for the current season. In lieu of purchasing a Season Flex Ticket, a Director may fulfill their Membership obligation by instead making a financial contribution to the Playhouse, during the current fiscal year, of at least the value of a current Season Flex Ticket, or by volunteering for a minimum of eight (8) hours in support of the Playhouse during the current fiscal year, documented in writing. The five Directors representing Marvin United Methodist Church may be granted an exemption from the Membership obligation.
- e) All Directors are expected to attend all Board Meetings, barring an excused absence approved in advance by the Chairperson. Any Director who has three (3) consecutive unexcused absences from scheduled Board Meetings shall automatically forfeit his or her position on the Board.

Section 3. Nomination and Election of Directors.

- a) At least thirty (30) days before the Annual Meeting of the Membership for each fiscal year, the Chairperson shall inform the Membership of the slate of candidates for election to the Board of Directors, as recommended by the Nominating Committee.

- b) The annual Election of Directors shall be a part of the order of business of the Annual Meeting of the Membership in each fiscal year. The Nominating Committee will have the responsibility of presenting the slate of candidates to those Members present for a vote.
- c) All elected Directors will officially take office effective immediately upon election.

Section 4. Term of Office.

- a) The term of office for each Director shall be three (3) years and until his or her successor is elected.
- b) Directors shall be divided into a sufficient number of classes (staggered terms) so that approximately one-third (1/3) are elected each year.
- c) Any Director whose term expires may, if nominated to do so, succeed himself or herself in office.

Section 5. Removal. Any Director may be removed with or without cause, at any time, by majority vote of the remaining Directors, if in their judgment the best interest of the Playhouse would be served thereby. Each Director must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Any Director who fails to meet the attendance requirement in Section 2.e of this Article shall automatically forfeit his or her position on the Board and is not entitled to the removal procedure in this Section.

Section 6. Resignation. Any Director may resign at any time by giving written notice (including email) to the Chairperson of the Board of Directors or his or her designee. Unless otherwise specified in the written notice, resignation shall take effect upon receipt. An official acceptance by the Board is not required to make it effective.

Section 7. Vacancies. A vacancy occurring in the Board of Directors may be filled by a nomination and vote of the majority of the Board at any scheduled or special meeting. When elected to fill a vacancy, a Director shall be elected to serve only the remainder of the term of the position vacated.

Section 8. Conflict of Interest. No conflict of interest is implied if any Director has an interest in a contract or transaction between the Playhouse and another party, provided that the fact of such interest is disclosed to the Board of Directors, and provided the Board of Directors approves the contract by majority vote. The Director in question shall not vote on this matter.

Section 9. Compensation. No Director will receive any special privilege in contractual arrangements with the Playhouse by reason of being a member of the Board of Directors. Directors will serve without compensation for service in that capacity.

ARTICLE IV. Officers

Section 1. Titles and Duties. The Officers of the Playhouse shall be:

a) Chairperson. The Chairperson shall:

- i. Preside at all meetings of the Membership and the Board of Directors;
- ii. Serve as Chairperson of, and preside at all meetings of, the Executive Committee;
- iii. Supervise and work closely with the Artistic Director;
- iv. Have the power to appoint committees whose composition is not already established by these Bylaws; and, by virtue of the office, serve ex officio (in a non-voting capacity) on all committees other than the Executive Committee;
- v. Sign, with any other Officer, instruments which may be lawfully executed on behalf of the Playhouse, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board to another Officer or agent; and
- vi. Perform all other duties incident to the office of Chairperson, and those as may be assigned to him or her from time to time by the Board of Directors.

b) Vice Chairperson. The Vice Chairperson shall be vested with all the powers of, and perform all the duties of, the Chairperson, during the Chairperson's absence or inability to act. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Chairperson.

c) Secretary. The Secretary shall:

- i. Keep accurate minutes of the acts and proceedings of all meetings of the Membership, Board of Directors, and the Executive Committee;
- ii. Give all notices required by law and by these Bylaws;
- iii. Sign such instruments as may require his or her signature; and
- iv. Perform all other duties incident to the office of Secretary, and those as may be assigned to him or her from time to time by the Chairperson.

d) Treasurer. The Treasurer shall:

- i. Have custody of all funds and securities belonging to the Playhouse and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities and may designate those persons upon whose signature or authority such funds may be disbursed or transferred;

- ii. Work closely with the Artistic Director to develop the annual budget for the Playhouse;
 - iii. Prepare financial reports quarterly for meetings of the Board of Directors; and
 - iv. Perform all other duties incident to the office of Treasurer, and those as may be assigned to him or her from time to time by the Chairperson.
- e) Assistant Secretary and/or Assistant Treasurer. As needed, the Board of Directors may elect an Assistant Secretary and/or an Assistant Treasurer, who shall:
- i. Have such powers and perform such duties as may be assigned to him or her by the Secretary or Treasurer, respectively; and
 - ii. Exercise the powers of the Secretary or Treasurer, respectively, during that Officer's absence or inability to act.
- f) Artistic Director. The Artistic Director shall:
- i. Serve as Chairperson of the Play Reading Committee, and present to the Board the Committee's recommendations for plays to be included in each performance season;
 - ii. Provide oversight and organizational assistance for all productions, including recruitment and selection of a director for each, or serving as director when deemed necessary and desirable;
 - iii. Serve as the liaison between the production team and the Board for each production;
 - iv. Represent the Playhouse to the community, working to increase its reputation with funding organizations, community partners, and other important constituencies;
 - v. Manage the routine operations of the Playhouse, including oversight of the Box Office;
 - vi. Work closely with the Treasurer to develop the annual budget for the Playhouse; and
 - vii. Perform all other duties incident to the office of Artistic Director, and those as may be assigned to him or her from time to time by the Chairperson.
 - viii. In the event that the Playhouse is able to gain the services of a professional artistic director, this office shall become void.
- g) Such other Officers as shall be deemed necessary by the Board of Directors. Except as otherwise specifically provided in these Bylaws, such additional Officers shall have such powers and perform such duties as may be assigned from time to time by the Board.

Section 2. Concurrent Offices. Any two or more offices may be held by the same person, except the office of Chairperson.

Section 3. Qualification.

- a) All Officers are expected to become, and remain for the duration of their term, Members of the Playhouse as defined in Article II, Section 2, by supporting the Purpose of the Playhouse, abiding by these Bylaws, and purchasing a Season Flex Ticket for the current season. In lieu of purchasing a Season Flex Ticket, an Officer may fulfill their Membership obligation by instead making a financial contribution to the Playhouse, during the current fiscal year, of at least the value of a current Season Flex Ticket, or by volunteering for a minimum of eight (8) hours in support of the Playhouse during the current fiscal year, documented in writing.
- b) All Officers, except for the Artistic Director, shall be selected from among the current Directors and/or the candidates for election to the incoming class of Directors. The Artistic Director shall serve ex officio (in a non-voting capacity) on the Board of Directors, regardless of whether he or she is an Officer or a professional.

Section 4. Nomination, Election and Term.

- a) At least thirty (30) days before the Annual Meeting of the Membership for each fiscal year, the Chairperson shall inform the Membership of the slate of candidates for election as Officers, as recommended by the Nominating Committee.
- b) The annual Election of Officers shall be a part of the order of business of the Annual Meeting of the Membership in each fiscal year. The Nominating Committee will have the responsibility of presenting the slate of candidates to those Members present for a vote.
- c) All elected Officers will officially take office effective immediately upon election.
- d) Each Officer shall hold office for a term of one (1) year and until his or her successor is elected. Officers may, if nominated to do so, succeed themselves in office.

Section 5. Removal. Any Officer may be removed from office with or without cause, at any time, by majority vote of the Board of Directors, if in their judgment the best interest of the Playhouse would be served thereby. Each Director must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Removal as an Officer shall not entail removal as a Director; if proposed (and proper notice has been given), a separate vote shall be held regarding the individual's removal as a Director, per the procedure outlined in Article III, Section 5 of these Bylaws. However, any Officer who has been removed as a Director shall automatically be removed from their respective office as well.

Any Officer who fails to meet the attendance requirement in Article III, Section 2.e of these Bylaws shall automatically forfeit his or her respective office and is not entitled to the removal procedure in this Section.

Section 6. Resignation. Any Officer may resign at any time by giving written notice (including email) to the Chairperson of the Board of Directors or his or her designee. Unless otherwise specified in the written notice, resignation shall take effect upon receipt. An official acceptance by the Board is not required to make it effective.

Section 7. Vacancies. A vacancy occurring among the Officers of the Playhouse may be filled by a nomination by the Executive Committee and vote of a majority of the Board of Directors at any scheduled or special meeting of the Board.

ARTICLE V. Committees

Section 1. Executive Committee. There shall be an Executive Committee, which will consist of the Officers of the Playhouse. The Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the Playhouse during intervals between meetings thereof, except that the Executive Committee shall not have the authority as to the following matters:

- a) The dissolution, merger, or consolidation of the Playhouse; or the sale or exchange of all or substantially all the property of the Playhouse.
- b) The designation of any other committee having power to exercise any of the authority of the Board in the management of the Playhouse, or the filling of vacancies in the Board or in any such committee,
- c) The amendment or repeal of any resolution of the Board which by its terms shall not be amended or repealed.

The Chairperson shall report on all actions taken by the Executive Committee at each scheduled meeting of the Board of Directors.

Section 2. Nominating Committee. There shall be a Nominating Committee, which will consist of at least three (3) Directors appointed by the Chairperson of the Board, at a meeting of the Board occurring during the second (2nd) quarter of each fiscal year. The Chairperson shall also designate the chair of the Nominating Committee at that time.

The Nominating Committee shall:

- a) Be informed by the Chairperson of the Board of the names and number of Directors whose terms will expire at the end of the current fiscal year, including who and how many among them represent Marvin United Methodist Church, in order to understand the needs and requirements of the Board to be met by the incoming class of Directors;
- b) Notify the Marvin United Methodist Church's Administrative Council of the number of Directors needed to represent the church in the incoming class of Directors; upon which, the Administrative Council will then be responsible for identifying and recruiting candidates for election to those Board positions from among the church's members, and submitting their recommendations to the Nominating Committee;

- c) Identify, evaluate, and recruit candidates for election to the remaining open Board positions, using the guidelines defined in Article III, Section 2.b of these Bylaws; among whom the Committee may include, but are not limited to or required to include, Directors whose terms will expire at the end of the fiscal year who are willing and able to succeed themselves, and other individuals recommended by the Directors and/or Members of the Playhouse;
- d) Prepare the full slate of candidates for election to the incoming class of Directors, including those recommended by the Marvin United Methodist Church's Administrative Council, as well as a slate of candidates for election as Officers for the next fiscal year, using the guidelines defined in Article IV, Section 3.b of these Bylaws; and submit both to the Chairperson of the Board at least forty-five (45) days before the Annual Meeting of the Membership, so that he or she may inform the Membership at least thirty (30) days before the Annual Meeting; and
- e) Present the slate of candidates for election as Directors and as Officers to those Members present at the Annual Meeting of the Membership for a vote.

Section 3. Play Reading Committee. There shall be a Play Reading Committee, which will consist of at least three (3) people appointed by the Chairperson of the Board, in consultation with the Artistic Director. The Chairperson will take recommendations for appointment to this committee from the Directors at a meeting of the Board occurring during the third (3rd) quarter of each fiscal year. This committee shall be appointed at the final Board Meeting of each fiscal year, to serve during the next fiscal year. The Artistic Director shall chair this committee.

The Play Reading Committee shall have the responsibility of recommending to the Board of Directors a slate of plays consistent with the Purpose of the Playhouse, as defined in Article I, Section 1 of these Bylaws, for performance in the next season not already approved by the Board in the previous year. The Artistic Director shall present the recommended slate of plays at a meeting of the Board occurring during the second (2nd) quarter of each fiscal year for a vote.

From time to time, the Board may find that one or more plays which have been previously approved for performance must be later removed from consideration, if in their judgment the best interest of the Playhouse would be served thereby. In such events, the Chairperson may ask the current Play Reading Committee to recommend an alternate play to replace each one removed from consideration. The Artistic Director shall present the Committee's recommendation(s) at the next Board meeting for a vote.

Section 4. Other Standing or Advisory Committees. All other Standing or Advisory Committees shall have such powers and duties as may be established by the Board of Directors, not having and not exercising the authority of the Board in the management of the Playhouse, but deemed necessary or appropriate for the successful completion of the work of the Playhouse. Chairpersons of these committees shall be designated by the Chairperson of the Board from among the current Directors; otherwise, the Chairperson may appoint any individual to serve on these committees. The chairperson of each committee shall report on the committee's activities at each scheduled meeting of the Board of Directors.

Section 5. Vacancies. Vacancies in the membership of any committee shall be filled by appointment made in the same manner as provided in the case of the original appointment.

ARTICLE VI. Meetings

Section 1. Scheduled Meetings.

- a) The Annual Meeting of the Membership shall be held on the first Sunday of June.
- b) The Board of Directors shall meet not fewer than four (4) times per year, with the final meeting of each fiscal year being held on the first Sunday of June.
- c) Committees shall meet at such times as set by their respective chairpersons.

Section 2. Special Meetings.

- a) Special meetings of the Membership shall be held as needed. Such meetings may be called by the Chairperson of the Board of Directors, a simple majority of the Directors, or by the Membership with a written petition signed by at least 25% of the current Members.
- b) Special meetings of the Board may be called by the Chairperson or a simple majority of the Directors.

Section 3. Place of Meetings. Meetings, whether scheduled or special, may be held at the Principal Office of the Playhouse, or at any other place designated in the notice of the meeting.

Section 4. Notice of Meetings.

- a) Written notice of any meeting of the Membership, whether scheduled or special, shall be given by the Secretary to each Member at least thirty (30) days in advance of the meeting date. The notice shall include the date, time, place, and reason for the meeting.
- b) Written notice of any meeting of the Board of Directors, whether scheduled or special, shall be given by the Secretary to each Director at least five (5) days in advance of the meeting date. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors. If a Director has not received proper notice of the meeting as described above, his or her attendance at the meeting shall constitute a waiver of notice of such meeting, except where he or she attends solely to object to the transaction of any business because the meeting was called without proper notice.
- c) Notice of committee meetings shall be given verbally or in writing at least twenty-four (24) hours in advance of the meeting.

Section 5. Quorum. A quorum of any meeting of either the Membership or the Board shall be the equivalent of a majority of the Directors currently in office. For Membership Meetings, this quorum must include at least two Officers, with the rest being Members (including Directors) in good standing. For Board Meetings, this quorum must include at least two Officers, with the rest being Directors. A quorum must be present for the transaction of any business at any meeting.

Section 6. Voting. Once a quorum is present, a vote of the majority of those present shall be considered to have passed, unless the vote of a greater number is required by law or by these Bylaws. Each Member in good standing shall be entitled to one vote on matters presented to the Membership. Each Director shall be entitled to one vote on matters presented to the Board. Written ballots are not mandatory.

Section 7. Proxy Voting. A proxy vote submitted in writing shall be permitted. A member absent from a meeting shall be permitted to have his or her views presented in writing.

Section 8. Rules for Meetings. Robert's Rules of Order Revised shall govern all meetings of the Membership and the Board of Directors.

Section 9. Minutes of Meetings. Minutes of all meetings of the Membership, the Board of Directors, and the Executive Committee shall be maintained by the Playhouse.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by a majority of the Directors currently in office with respect to the subject matter thereof. Similarly, any action which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by a majority of the Officers with respect to the subject matter thereof. The written consent shall be maintained by the Playhouse.

ARTICLE VII. Authorized Activities

The Playhouse may conduct and carry on only those activities allowed for organizations exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code. It does not, as a substantial part of its activities, attempt to influence legislation, nor participate or intervene to any extent in any campaign for or against any candidate for political office.

ARTICLE VIII. Written Policies

Section 1. Written Policies. Written policies for the implementation and carrying out of the purposes and objectives of the Playhouse may be adopted by a majority vote of the Directors present at any meeting of the Board of Directors; provided, however, that written policies may not be changed except by motion to change a specific written policy, the form of which must be submitted in writing.

Section 2. Existing Policies. All existing policies of the Playhouse shall remain in full force and effect until deleted, modified, or amended by the Board of Directors as set forth in the preceding paragraph.

Section 3. Compilation of Written Policies. There shall be maintained a compilation of current written policies adopted under these Bylaws. A copy of the compilation shall be provided upon request to each Director.

ARTICLE IX. General Provisions

Section 1. Fiscal Year. The fiscal year of the Playhouse shall be from July 1 to June 30.

Section 2. Funds. All funds and property received by or coming into the custody of the Playhouse belong to and are a trust of the Playhouse, to be expended or used only for the purposes authorized by the Board of Directors, in accordance with these Bylaws and for the benefit of the Playhouse. All funds shall be deposited in such bank(s) or other depositories as designated by the Board.

Section 3. Checks. All checks, drafts, or orders for the payment of money shall be signed by such Officers or other individuals as the Board of Directors may from time to time designate.

Section 4. Loans. No loans shall be contracted on behalf of the Playhouse, and no debt shall be issued or incurred in its name, unless expressly authorized by a majority vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Contracts. The Board of Directors may authorize any Officer or agent to enter into any contract, or to execute and deliver any instrument, on behalf of the Playhouse. Such authority may be general or confined to specific instances.

Section 6. Bond. The Board of Directors may by resolution require any or all Playhouse agents or employees to give a surety bond. The purpose of this bond would be to protect the Playhouse to the extent it incurs any losses due to the failure of the bonded person to faithfully perform duties required under the Bylaws or otherwise required by the Board of Directors.

Section 7. Corporate Records. The Playhouse shall maintain the following records: Articles of Incorporation, and all amendments thereto or restatements thereof; these Bylaws, and all amendments thereto or restatements thereof; minutes of meetings, and written consent in lieu of meetings; financial statements; a list of names and addresses of its current Directors and Officers; the most recent annual report filed with the North Carolina Secretary of State; and copies of any tax law or other legally required filings with a governmental authority. Any records maintained by the Playhouse in the regular course of its business, including its books of account and minutes, may be kept in electronic format.

Section 8. Indemnification of Directors, Officers, Agents, and Employees. The Playhouse is authorized to indemnify its present or former Directors, Officers, agents, and employees against expenses incurred by them in defending legal actions to which they are parties by reason of their being or having been Directors, Officers, agents, or employees of the Playhouse to the extent and in the manner provided by applicable North Carolina law. In addition, upon approval by a two-thirds (2/3) majority of the disinterested Directors with respect to a particular civil proceeding, such indemnification may specifically include some or all amounts paid or agreed to be paid in settlement of the matter involved.

Section 9. Waiver of Notice. If the Bylaws, the Articles of Incorporation, or applicable North Carolina law require that proper notice be given to any Director or Member of the Playhouse before any vote or action is taken, then the person or persons entitled to such notice may waive that requirement at any time by signing a written waiver of notice to that effect.

Section 10. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the Members present at a scheduled or special meeting of the Membership.

ARTICLE X. Dissolution (Reversionary) Clause

In the event of the voluntary dissolution or cessation of this Corporation, the Board of Directors shall determine and direct the distribution of any assets remaining after payment of all claims against the Corporation to one or more existing corporations or organizations meeting the qualifications described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI. Adoption of Bylaws

The current revision of these Bylaws of Stained Glass Playhouse, Inc., was approved by a vote of the Membership and was adopted by the Board of Directors at a meeting held on the 9th day of December, 2018.

Chairperson, Board of Directors

Date

Attest: Secretary, Board of Directors

Date