

# MUSICAL MASQUERS, INC.

## RESTATED BY-LAWS

### ARTICLE I

#### Name and Location

- A. Name.** The name of the Corporation shall be Musical Masquers, Inc.
- B. Location.** The principal location of the Corporation shall be in West Bend, Wisconsin.

### ARTICLE II

#### Purposes of Corporation

- A.** To produce and present theatrical productions to the public in a professional manner.
- B.** To foster and promote interest in amateur theater through sponsorship of seminars, clinics, and other educational activities.
- C.** To provide an opportunity for its membership to participate in theatrical productions and gain theatrical experience.
- D.** To perpetuate amateur theater in the West Bend and Washington County, Wisconsin areas and surrounding communities.

### ARTICLE III

#### Governance

- A. Board of Directors.** The Corporation shall be governed by a Board of Directors consisting of seven (7) individuals.

**B. Chairman, Artistic Director and Business Director.** The current Board of Directors of the Corporation shall choose a Chairman of the Board to serve a term until the end of calendar year 2016, and successive one year terms thereafter; a Business Director to serve a term until the end of calendar year 2018, and successive 3 year terms thereafter; and an Artistic Director, to serve for a term until the end of calendar year 2020, and successive 5 year terms thereafter.

**C. Additional Members.** The Board shall also consist of four (4) Additional Members, two (2) of whom shall be at-large members of the Board, elected by the membership in accordance with Article IV hereof, and two (2) of whom shall be selected by the Chairman, Artistic Director and Business Director. One at-large member and one selected member shall serve a term until the end of calendar year 2016, and successive 2 year terms thereafter. The other at-large and selected members shall serve a term until the end of calendar year 2017, and successive 2 year terms thereafter.

**D. Succession and Removal.** Any Board member may serve multiple terms. Any Board member except those at-large members elected by the membership in accordance with Article IV hereof may, by majority vote of the remaining Board members, be removed from the Board, with or without cause. Except for the at-large Board members elected by the membership, the existing Board shall choose new Board members to fill any vacancies for their unexpired terms.

## ARTICLE IV

### Membership and Annual Meeting

**A. Eligibility for Membership.** Any person shall be eligible for membership in the Corporation if such person is at least eighteen (18) years of age and has, in the preceding calendar year, either made a monetary contribution to the Corporation of at least One Hundred Dollars (\$100.00) or has engaged in any activity on behalf of the Corporation by performing in a theatrical production or by assisting in any aspect of producing a theatrical production. If any question is raised concerning the eligibility of a person to be a member of the Corporation or to exercise voting rights as hereinafter set forth, such question shall be resolved by a majority vote of the Board of Directors, which decision shall be final and binding.

**B. Annual Meeting.** An annual membership meeting shall be held in January, 2016 and in each succeeding January of each calendar year at a reasonably convenient date, time, and location to be established by the Board of Directors which shall give reasonable notice thereof, at least fourteen (14) days in advance to all persons who are or may be considered members.

**C. Conduct of Annual Meeting.** The Board of Directors shall attend the Annual Meeting. The purposes of the Annual Meeting shall be:

**1.** For the Board to report to all persons in attendance, the activities of the Corporation over the preceding calendar year, including actions taken, shows produced, financial results thereof and any other material actions of the Board taken on behalf of the Corporation, and to answer relevant questions posed by any members in attendance.

**2.** To allow all members a reasonable opportunity to express ideas and concerns about the activities of the Corporation.

3. To nominate and vote on any member to become an at-large member of the Board of Directors of the Corporation. At least three (3) members present at an Annual Meeting shall be a sufficient quorum for the election of a member to the Board of Directors. Any member so elected to the Board of Directors of the Corporation, other than the initial election of one at-large director to a one-year term, shall serve a term not exceeding two (2) years, unless earlier terminated by death, incapacity, or resignation. The terms of at-large members to the Board of Directors shall be staggered so that both terms do not expire in the same calendar year. In the event that an at-large member elected to the Board of Directors resigns or is otherwise unable to fulfill the term for which such member was elected, or in the event the Annual Meeting does not elect an at-large member of Board, the Board of Directors may appoint another person from the pool of eligible members as defined in Section IV. A., above, to serve as a director or fill any unfinished term.

**D. Limited Voting Rights.** Members shall have no further rights with respect to the operations of the Corporation except as set forth in this Article.

## ARTICLE V

### General and Special Meetings

A. The Board of Directors shall meet once each month in a General Meeting which shall be open to any Member of the Corporation.

B. Special meetings of the Board of Directors may be held at any time, upon seven (7) days notice to the other Directors. Special meetings may only be called by the Board of Directors.

**C.** At least one-half (1/2) of the Directors present at a Board of Directors meeting shall constitute a quorum for the Board of Directors. No business may be conducted without a quorum being present.

**D.** The Board of Directors shall cause a written record to be kept of all activity voted upon at an Annual, Special or Board of Directors meeting. All records shall be kept at the office of the Corporation.

## **ARTICLE VI**

### **Duties of the Board of Directors**

**A. General.** All affairs of the Corporation, financial, corporate, and artistic (save for the election of at-large members pursuant to Article IV hereof) shall be conducted by the Board of Directors. All Directors shall act in the best interests of the Corporation and no Director shall profit by or receive any of the net earnings of the Corporation, except that the Board of Directors, upon full disclosure, shall be authorized and empowered to pay reasonable compensation for services rendered.

**B. Duties of Chairman.** The Chairman shall be the chief officer of the Corporation and shall be responsible for the supervision, direction, and active management of the affairs of the Corporation. The Chairman shall preside at all meetings of the Corporation and shall perform such additional duties as are prescribed from time to time by the Board of Directors. The Chairman shall have authority to sign all legal documents on behalf of the Corporation.

**C. Duties of Artistic Director.** The Artistic Director shall be responsible for all aspects of the Corporation's theatrical functions. The Artistic Director shall have authority to

work with such other individuals as the Artistic Director deems necessary to accomplish the following:

1. Determining a season schedule of shows and other activities which are reasonably capable of production by the Corporation and proposing the same to the Board of Directors.

2. Proposing budgets for all productions and activities.

3. Engaging such additional persons, at proposed compensation, to assist in the production of all such activities.

4. Ensuring that all activities of the Corporation are carried out to the highest possible artistic standards at all times.

5. Securing rights, equipment, facilities, costumes, properties, and other similar items necessary for a successful production.

6. Reporting to the Board of Directors on all aspects of the production, including recommendations for further improvement.

7. Disbursing payment for such activities in accordance with a budget approved by the Board of Directors.

**D. Duties of Business Director.** The Business Director shall be responsible for all business and financial aspects of the Corporation, and may engage such additional persons outside of the Board of Directors as the Business Director deems necessary to accomplish the following:

1. Maintaining all necessary financial accounts of the Corporation and developing control systems for accurate accounting to properly reflect the status of all income, assets and liabilities of the Corporation.

2. Receiving all income of the Corporation, properly accounting for it, and disbursing all funds of the Corporation, in accordance with budgets and authority received from the Board of Directors.

3. Instituting fundraising and sponsorship activities on behalf of the Corporation for financial assistance for individual productions or for general assistance to the Corporation.

4. Marketing and advertising the Corporation and all of its productions, including conducting season ticket drives and the creation of all written and electronic materials necessary for marketing, advertising and ticket sales.

5. Reporting all such activities to the Board of Directors on a monthly basis including recommendations for future responsibilities and conduct of the Business Director.

**E. Other Directors.** The remaining directors on the Board of Directors shall have such duties as may be prescribed for them by the Board of Directors including, but not limited to, the following:

1. Carrying out any of the duties of the Chairman, Artistic Director or Business Director when such individuals are unavailable.

2. Recording minutes and other business activities, including correspondence, of the Corporation and keeping such records as may be deemed necessary by the Board of Directors.

**F. Compensation.** The Board of Directors may fix and approve reasonable compensation to be paid to any director for services actually performed for the Corporation.

**G.** Upon any person ceasing to be a member of the Board of Directors, such person shall immediately turn over to the Board of Directors all records and personal or corporate property of the Corporation in such director's possession.

**H.** All actions of the Board of Directors may be taken by a majority vote of the Board of Directors present at any regular or special meeting at which a quorum is present.

## **ARTICLE VII**

### **Restrictive Activities and Dissolution**

**A. Restrictive Activities.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be carrying on of political activities or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws or the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the



Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**B. Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**C. Amendment.** Notwithstanding any provision to the contrary contained in Chapter 181, Wisconsin Statutes, the Articles of Incorporation or these By-Laws, this Article VII shall be amended only upon the affirmative vote of at least two-thirds (2/3) of the Board of Directors then existing at the time of the proposed amendment.

## **ARTICLE VIII**

### **Amendments**

These By-Laws may be amended from time to time by a majority vote of the Board of Directors, except that the directors shall not amend Article VII of these By-Laws except as set forth therein.