

VILLAGE PLAYHOUSE OF WAUWATOSA, INC. BYLAWS

ARTICLE I. NAME. OFFICES. AND PURPOSES

1.1 Name.

The official name the corporation, as provided in the Articles of Incorporation filed with the Wisconsin Secretary of State is Village Playhouse of Wauwatosa, Inc. The corporation is also known as the Playhouse and VPW and therefore may also be referred to under these names in the following bylaws.

1.2 Principal Office.

The principal office of the Playhouse in the State of Wisconsin shall be located at 316 North Milwaukee Street, Suite 410, Milwaukee, Wisconsin (53202). The Playhouse may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the affairs of the Playhouse may require from time to time.

1.3 Registered Office.

The registered office of the Playhouse required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

1.4 Purposes.

The purposes of the Playhouse shall be to:

- (a) Promote the advancement of the theatre arts within the community;
- (b) Stimulate and satisfy the community's cultural interests;
- (c) Advance the instruction and training of individuals seeking to improve and develop their capabilities within the theatre; and
- (d) Provide a forum for creativity and self expression of members.

ARTICLE II. MEMBERS

2.1 Members.

The Playhouse shall have as its members both individuals and organizations. Membership shall be open to any individual or organization, except that minors may join only with parental consent. There shall be two classes of membership: active and inactive. An active member is defined as an individual or organization that has paid membership dues within the last twelve (12) months or who/which has been granted an honorary membership by either the Membership Director or the Board of Directors, provided the Membership Director determines that it is beneficial to the Playhouse to continue to list such individual or organization as an active member. An inactive member is defined as an individual or organization that does not qualify as an active member but has previously been an active member and is not more than three (3) months delinquent in payment of dues. Active membership entitles the member to elect directors and officers,

hold office, and to serve on committees of the Playhouse. Membership dues shall be specified by the Board of Directors. Season ticket subscriptions, issued prior to the first production of the season, may include the membership dues.

2.2 General Meetings/Annual Meetings.

There shall be an annual membership meeting which shall be held for the purpose of:(i) electing principal Officers (who shall automatically become the members of the Board of Directors), and (ii) transacting such other business as may come before the meeting. The annual membership meeting shall be held on the third Sunday after the close of the last show of the season in each year at 7:00 p.m. or at such other time as the Board of Directors shall determine **but no later than August 1st**. If the foregoing elections shall not be held at the annual membership meeting or at any adjournment thereof, the Board of Directors or the President shall cause the elections to be held at a special meeting of the members as soon thereafter as convenient.

2.3 Special Meetings.

Special meetings of members, for any purpose or purposes, may be called by the President or the Board of Directors, and shall be called by the President at the request of no less than one-twentieth of all the outstanding active members of the Playhouse entitled to vote at the meeting.

2.4 Place of Meeting.

The Board of Directors (or the Secretary if the board fails to do so) may designate any place, either within or without the State of Wisconsin, as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors. The President shall designate the place of any meeting called by the President. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Playhouse in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members present.

2.5 Notice of Meeting.

Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten, nor more than fifty, days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Written notice may be dispensed with if all members entitled to vote at a meeting either sign a written waiver of notice or attend the meeting without objecting to the lack of notice.

2.6 Quorum: Votes.

Members holding one-tenth of the votes entitled to be cast, present in person, shall constitute a quorum at a meeting of members and a majority of votes cast at any meeting at which a quorum is present shall be decisive of any motion or election except where a

greater proportion is required by law or by these bylaws. Though less than a quorum of the members are present at a meeting, a majority of the members so present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally noticed.

2.7 Informal Action by Members.

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

2.8 Conduct of Meetings.

Meetings shall be conducted in accordance with Robert's Rules of Order when such rules are not in conflict with these bylaws.

ARTICLE III. BOARD OF DIRECTORS

3.1 General Powers.

The business and affairs of the Playhouse shall be managed by its Board of Directors. The Directors shall determine policies and changes therein within the limits of these bylaws, shall take such actions as they consider necessary to carry out the purposes of the Playhouse, shall consider and approve payment of any compensation as well as any billings submitted to the playhouse, and shall perform such other functions the members may direct.

3.2 Number, Election, Tenure, Etc.

The Number of Directors which shall constitute the whole Board shall consist of those members elected to the posts of the principal officers and to the posts of "members-at-large" at the annual membership meeting. The active members present at the annual meeting as deemed necessary will determine the number of members-at-large. Each member elected to the Board at such annual meeting of the members of the Playhouse shall have equal voting privileges in all matters concerning the operation of the Village Playhouse of Wauwatosa. Board members shall serve from the date of his or her election until his or her successor is elected at the next annual meeting or any adjournment thereof.

3.3 Qualifications.

Directors shall be individuals who are active members who have demonstrated a continuing interest (for a period covering at least the prior performing season) in the purpose of the Playhouse as described above in Section 1.4.

3.4 Regular Meetings.

Meetings of the Board of Directors shall be held at least once a month and at such other time and place (either within or without the State of Wisconsin) as the Board of Directors may determine. Such meetings will be held upon call by the President or any three (3)

Directors. Unless otherwise determined by the Board, a regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting if members and each adjourned session thereof.

3.5 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place either within or without the State of Wisconsin as the place for holding any special meeting of the board of Directors called by them.

3.6 Notice.

Notice of meetings, except the annual meeting, shall be given at least ten (10) days previously thereto by written notice mailed to each Director at his or her business or residence address, or by personal delivery of written notice or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when sent to each Director's home or business e-mail address. Whenever any notice whatever is required to be given to any Director of the Playhouse under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time whether before or after the time of meeting by the Director entitled to such notice, shall be deemed equivalent to timely notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.7 Quorum; Votes.

A majority of the number of Directors fixed by section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A majority of the votes cast at any meeting shall be decisive of any motion or election.

3.8 Removal and Resignation.

Any Director having three (3) consecutive and unexcused absences from Board meetings may be removed from office and an immediate successor shall be seated by the action of the remaining Board members. Any Director may be removed from office by the affirmative vote of a majority of the members entitled to vote for the election of such Director taken at a special meeting of members called for that purpose or at a regular meeting if the question of removal is included in the notice of the meeting. A Director may resign at any time by filing his written resignation with the Secretary of the Playhouse.

3.9 Vacancies.

The Board of Directors may fill any vacancy in the Board by the affirmative vote of a majority of the Directors then in office, although less than a quorum of the Board of Directors.

3.10 Presumption of Assent.

A Director of the Playhouse who is present at a meeting of the Board of Directors or of a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent is entered in the minutes of the meeting or is filed in written form with the person acting as the Secretary of the meeting before the adjournment thereof or is delivered or forwarded by registered mail to the Secretary of the Playhouse immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.11 Committees of the Board of Directors.

The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors fixed by Section 3.2 may designate one or more committees, each committee to consist of three or more Directors elected by the Board of Directors, which to the extent provided in said resolution, as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Playhouse, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee upon request of the President or upon request of the chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request.

3.12 Informal Action Without Meeting.

Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the Board of Directors or a committee at a meeting or by resolution may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors or committee members then in office.

ARTICLE IV. OFFICERS

4.1 Number, Qualifications, Election, and Duties.

The Playhouse will have six (6) principal officers. President, Past President, Vice President, Secretary, Treasurer and President-Elect. These officers will be collectively known as the Executive Committee. All officers must be active members of the Playhouse. Each of the principal Officers (except the President) shall be elected by the members at each annual meeting. Upon taking office, the principal officers will automatically become members of the Board of Directors. The President-Elect elected by the members at the prior annual meeting shall automatically assume the office of the

President at the time a successor President-Elect is elected. The position of Past President shall be filled by the current sitting President upon the completion of his or her term in office. Such other officers and assistant officers as may be deemed necessary may likewise be elected by the members who are appointed by the Board of Directors. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the Board of Directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the Board shall order.

4.2 Term of Office.

Each officer shall hold office until the election of a successor or until death, resignation, or removal. Although the President and President-Elect will serve for only one year in each office, other officers may be re-elected to serve for consecutive terms in their offices. All officers shall be seated and shall assume their duties immediately following their election.

4.3 Removal.

Any officer elected by the members or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Playhouse will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Election or appointment shall not of itself create contract rights.

4.4 Vacancies.

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

The Board of Directors will have the authority to nominate and elect a person or persons of their choosing to any Board positions, which were left un-filled by the membership at the annual meeting.

4.5 President.

The President shall be the principal executive officer of the Playhouse and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Playhouse. The President shall, when present, preside at all meetings of the members and of the Board of Directors and shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint committee chairpersons, agents and employees of the Playhouse, to prescribe their powers, duties and compensation, and to delegate authority to them. Such chairpersons, agents, and employees shall hold office at the discretion of the President. The President shall coordinate committee activities and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have authority to co-sign all checks and to sign, execute and acknowledge, on behalf of the Playhouse, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or

instruments necessary or proper to be executed in the course of the Playhouse's regular business, or which shall be authorized by resolution of the Board of Director, and except as otherwise provided by law or the Board of Directors, may authorize any Vice President or other officer or agent of the Playhouse to sign, execute and acknowledge such documents or instruments in the President's place and stead. In general, the President shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the Board of Directors from time to time.

4.6 Vice President.

If the President is absent or deceased or is unable or refuses to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve as Public Relations Committee Chairperson. The Vice President may sign with the Secretary certificates of membership in the Playhouse and shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. The Vice President shall report to the President unless the President or Board of Directors shall otherwise order.

4.7 Secretary.

The Secretary shall: (i) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records of the Playhouse; (iv) carry on all correspondence for the Playhouse and (v) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.8 Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the Playhouse receive and give receipts for moneys due and payable to the Playhouse from any source whatsoever, and deposit all such moneys in the name of the Playhouse in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; (ii) upon authorization of the Board of Directors, co-sign all checks and pay all legitimate bills of the Playhouse; (iii) prepare and maintain the Playhouse's budget, in cooperation with the Board of Directors; (iv) maintain the not-for-profit status of the Playhouse by filing appropriate reports, information returns, etc. with the state and federal government; and (v) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.9 President-Elect.

The President-Elect shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

4.10 Past-President

The Past-President will serve as a knowledge base and consultant to the Board of Directors and shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

4.11 Assistants and Acting Officers.

The Board of Directors shall have the power to appoint any member to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such member appointed by the Board of Directors shall have the power to perform all the duties of the office to which the assistant officer is appointed to assist, or as to which the acting officer is appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE V. COMMITTEES.

5.1 Appointment of Chairpersons.

The President shall appoint the chairpersons to all Playhouse committees, except the Public Relations Committee, the Membership Committee, the Nominating Committee, and committees established by the Board under Section 3.11.

5.2 Standing Committees.

The standing committees of the Playhouse shall be:

- (a) Public Relations, whose chairperson shall be the Vice President of the Playhouse or, in the Vice President's absence, the sub-chairperson appointed by the Vice President. The function of the Public Relations Committee shall be to announce the activities of the Playhouse to the community and to coordinate the Playhouse's response to community needs.
- (b) Membership, whose prime duty is to aid in recruiting and enlisting new members and to answer the concerns of current members.
- (c) Nominating, which is the panel of three (3) members elected by the Board of Directors at least two (2) months before the annual meeting. The Nominating Committee shall submit its slate of nominees for office to the Board of Directors at least three (3) weeks before the annual meeting of the members.
- (d) Production, which shall meet with the director of each production, preceding the start of that production, in ample time to coordinate all duties and obligations, and shall make reports to the Board of Directors after each production.
- (e) Play reading, which shall investigate the availability and the suitability of scripts for the Playhouse productions and shall make recommendations for the forthcoming season to the Board of Directors.

5.3 Other Committees.

The Board from time to time by resolution establishes such other committees such as other standing committees for the purpose of carrying on various program and activities of the Playhouse. Unless the Board or these bylaws provide otherwise, the composition of such committees shall be determined by the committees' chairperson. Members of standing committees must be active members of the Playhouse. Unless a committee is constituted as a committee of the Board under section 3.11, the chairperson of a standing committee shall report to and be subject to the direction of the President.

ARTICLE VI. CONTRACTS, LOANS , CHECKS AND DEPOSITS

6.1 Contracts.

The President of the Playhouse, under section 4.5 has the authority to execute contracts on behalf of the Playhouse. The President also has the authority to authorize any Vice President or other officer or agent of the Playhouse to execute contracts in the President's place and stead. The Board of directors may authorize any additional officer (or officers), or an agent (or agents), to enter into any contract in the name of and on behalf of the Playhouse, and such authorization may be general or confined to specific instances.

6.2 Loans.

No loans shall be contracted on behalf of the Playhouse and no evidences 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.

6.3 Checks, Drafts, etc.

The President and the treasurer of the Playhouse under section 4.5 and 4.9 have the authority to co-sign all checks, drafts and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Playhouse. The President also has the authority to authorize any Vice President or other officer or agent of the Playhouse to sign, execute and acknowledge such documents or instruments in the President's place and stead. The Board of Directors may authorize an additional officer (or officers), or an agent (or agents), to execute the forgoing-described instruments in the name of and on behalf of the Playhouse, and such authorization may be general or confined to specific instances.

6.4 Deposits.

All funds of the Playhouse not otherwise employed shall be submitted to the treasurer and shall be deposited from time to time to the credit of the Playhouse in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

6.5 Purchases and Sales of Property, etc.

The President or Vice President, together with the Treasure or Secretary, are authorized and empowered to purchase or otherwise acquire in any manner, and to sell, exchange assign, pledge, hypothecate or otherwise dispose of any and all shares of stock, bonds or

securities, or any other property, real or personal, or interest therein, owned or held by this corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants of rights which entitle the holder thereof to subscribe for shares of stock; and to make and execute to the transferee or pledgee, on behalf and in the name of this corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock; and to make and execute, on behalf of and in the name of this corporation, any and all instruments for the purpose of acquiring, or exercising or disposing of any rights of this corporation as the holder of any security or property or interest therein; and no person acting in reliance on any instrument made or other action taken such officers shall be bound to inquire into the authority of such officers to execute any such instrument or to effectuate any such transaction.

6.6 Voting Securities.

Shares of stock or other voting securities standing in the name of this corporation may be voted by the President or Vice President of this corporation or any other officer or proxy appointed by the President or Vice President of this corporation.

6.7 Authority to Commit or Represent.

No Director, Officer, member or other person shall have the authority to commit or represent the Playhouse unless such commitment or representation is duly approved and authorized by the Board of Directors.

ARTICLE VII. PRODUCTIONS

7.1 Artistic Director.

An Artistic Director shall be selected by the Board of Directors for the purpose of directing each production, and may be compensated by the Playhouse for such services by an amount set by the Board of Directors.

7.2 Casting.

All persons cast in a production must be, or must become, active members of the Playhouse.

7.3 Budget.

A production budget for each show shall be approved by the Board of Directors no less than two (2) months prior to the opening of the show. Said budget shall be requested of the Artistic Director and the Producer. In absence of a budget from the Artistic Director and the Producer, the Board of Directors shall set the budget.

7.4 Producer.

A Producer will be appointed by the Board of Directors to aid the director in producing a show, finding personnel to aid in the production, supervising and approving all expenses in accordance with the show budget, and coordinating between the Board of Directors and the production staff.

ARTICLE VIII. LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

8.1 Liability of Officers and Directors.

No person shall be liable to the Playhouse for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the Playhouse, or of any other corporation which he serves as a director or officer at the request of the Playhouse, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of such persons own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Playhouse or upon statements made or information furnished by officers or employees of the Playhouse which such person had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses available as a matter of law.

8.2 Indemnity of Officers and Directors.

Except to the extent of any limitations imposed by the Wisconsin Nonstock Corporation Law, every director and officer or former director or officer shall be indemnified by the Playhouse against all costs, damages and expenses asserted against, incurred by or imposed upon him or here in connection with or resulting from any claim, action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Playhouse, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such action, suit or proceeding. These rights shall be in addition to all rights to which officers or directors may be entitled as a matter of law.

ARTICLE IV. CORPORATE SEAL

The Playhouse shall have no corporate seal.

ARTICLE X. FISCAL YEAR.

The fiscal year of the Playhouse shall be July 1st through June 30th.

ARTICLE XI. AMENDMENTS

11.1 Power to Amend and Repeal.

Subject to the provisions of Section 11.2 of this Article XI, these bylaws may be amended or repealed, and new bylaws may be adopted, either by the members at any meeting by vote of two-thirds of the members present thereat, or by the Board of Directors by vote of two-thirds of the entire Board. The Board of Directors shall have the power to amend or repeal any bylaw adopted by the members, and any bylaw adopted by

the Board of Directors shall be subject to amendment or repeal by the members as well as by the Directors.

11.2 Restrictions on Amendment and Repeal.

The Board of Directors shall have no power to amend or repeal any bylaw or amendment adopted by the members which contains a specific provision to the effect that such bylaw or amendment shall not be subject to amendment or repeal by the board of Directors.