

BYLAWS OF THE
GERALD A. BARTELL COMMUNITY THEATRE FOUNDATION,
INC.

(Approved January 10, 2023)

Article 1 – Offices

Section 1. Principal Office. The corporation (the "Corporation" or the "Foundation") may have such offices, either within or without the State of Wisconsin as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Name. The name of the Corporation shall be the "Gerald A. Bartell Community Theatre Foundation, Inc." (the "Foundation").

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not, be the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

Article 2 - Purpose

The purpose of the Foundation shall be to equip, operate, and maintain the Bartell Theatre for the benefit of ,, the Greater Dane County community and its various arts-focused organizations, as well as to provide resources and serve as a home for the Foundation's Resident Organizations), all consistent with activities permitted under Section 501(c)(3) of the Internal Revenue Code of 1988, as amended from time to time.

Article 3 - Members

The Foundation shall have no general membership.

Article 4 - Board of Directors

Section 1. General Powers. Control of the Foundation shall be vested in a Board of Directors (the "Board"). The Board shall have full power to manage and control the affairs and property of the Corporation and to adopt rules and regulations governing the action of the Board, as provided in Chapter 181, Wisconsin Statutes, and as limited by the Articles of Incorporation of the Corporation.

Section 2. Number and Qualifications of Directors.

- A. The number of directors (each, a "Director" and collectively, the "Directors") shall be determined by the Board from time to time as limited in the following paragraphs. No amendment of this section shall reduce the number of Directors to less than the number required by the WNCL, which at the time of adoption of these Bylaws is three (3).
- B. The Board shall consist of one (1) appointed representative from each Resident Organization, plus additional members ("at-large members") elected by a simple majority of the then current Directors of the Board. Each Resident Organization shall be entirely responsible for the appointment, conduct, and/or removal of its own representative to the Board.
- C. Any at-large seat on the Board may be vacated by written resignation, effective upon receipt by the Board. Any member of the Board may be removed by a 2/3rd vote of the total membership of the Board.

Section 3. Quorum. A quorum for any Board meeting shall consist of no less than 2/3 of the then Directors of the Board. When a quorum of the Board is not present, the Board may take no official action. The Directors present may discuss any pending matter, but shall hold over such business for voting until a quorum can be achieved.

Section 4. Board Meetings.

- A. The Board shall hold meetings as deemed necessary by the Board for the efficient fulfillment of its responsibilities.
- B. Special meetings of the Board may be called by the President or by any two members of the Board. Written notice of the time, place, and purpose of every special meeting of the Board shall be given to each Director by the Secretary at least (48) hours before the meeting.
- C. Any lawful action by the Board, in accordance with the Bylaws at a duly called meeting, shall be an action of the Foundation.

Section 5. Notice and Waiver of Notice.

- A. Notice. Notice of the date, time, and place of any regular or special board meeting shall be given by electronic mail if available or by US Mail at least 48 hours prior thereto. Notice shall be given in one of the methods described in Article 13 of these Bylaws. The purpose of and the business to be transacted at any special board meeting must be specified in the notice or waiver of notice of such meeting.
- B. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice and filed with the minutes or corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the

adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 7. Compensation. Directors of the corporation shall not receive compensation for serving as Directors or for providing other personal services to the Foundation. However, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 8. Conflict of Interest.

- A. Each Director shall disclose to the Board of Directors any conflict of interest or possible conflict of interest whenever the conflict pertains to a matter being considered by the Board of Directors.
- B. Any Director having a conflict of interest on any matter shall abstain from voting on the matter but may be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Directors since his or her knowledge may be of great assistance.
- C. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- D. If a Director is uncertain as to whether he or she has a conflict of interest which requires abstention, or if a Director asserts that another Director has such a conflict, the Board of Directors, by majority vote of those present other than the Director having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Director shall abstain from voting on the matter.
- E. The Board of Directors may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 8.

Article 5 - Officers

Section 1. General. The officers of the Foundation shall be President, Vice-President, Secretary, and Treasurer and such additional officers created by the Board as needs may arise.

Section 2. Election of Officers & Terms of Office.

- A. Officers shall be elected from and by the Board. Term of office shall be for two (2) years beginning at the start of the fiscal year.
- B. Officers' terms shall be staggered. The President and Secretary shall be elected in even years; the Vice President and Treasurer shall be elected in odd years.
- C. No person shall hold more than (1) office at a time except when there is no other Board member willing to serve in a vacant office.
- D. An officer may be removed from office by 2/3 majority of the Board membership.
- E. In the event an office becomes vacant by virtue of removal, resignation or other reason, a replacement shall be from and by the Board selected for the balance of the vacated term.
- F. Officers shall not receive compensation for serving as Officers or for providing other personal services to the Foundation. However, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 3. Duties.

- A. President. The President shall be the Chief Executive Officer of the Foundation and shall have such duties as may be necessary to carry out the directions and policies of the Board. The President shall preside at meetings of the Board and shall perform other duties incidental to the office as the Board may prescribe from time to time.
- B. Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- C. Secretary. The Secretary shall be responsible for the maintenance of the records of the Foundation and the Board. The Secretary shall be responsible for the preparation and distribution of Board notices, agendas, and minutes of Board meetings.
- D. Treasurer. The Treasurer shall be responsible for the funds and accounts of the Foundation, subject to direction of the Board. In accordance with this duty, the Treasurer shall review accounts at least once per month. The Treasurer shall also be

responsible for at least one report each year to the Board of Directors regarding the Foundation's financial condition.

Article 6 - Committees

Section 1. Executive Committee. There shall be an Executive Committee consisting of the Officers of the Foundation.

Section 2. Standing Committees. There shall be the following standing committees of the Board:

- 1)
- B. The Technical Committee. The Technical Committee shall consist of Resident Organization-designated representatives and other Committee members as assigned by the Board or invited by existing committee members. Any staff position whose job description includes supporting technical elements of the venue shall also have positions on this committee.
 - 1) The Technical Committee shall consider and recommend to the Board policies and procedures related to technical aspects of the facility.
 - 2) The Technical Committee shall consider technical equipment and upkeep needs and make recommendations to the Board about such matters.
 - 3) The Technical Committee shall oversee scheduling of volunteer work days.
- C. The Resident Resource Committee. The Resident Committee shall consist of (1) designated representative from each Resident Organization.
 - 1) The Resident Resource Committee's purpose includes
 - i. To serve as a communication tool for Residents to share resources and ideas
 - ii. To serve as a group to bring Resident-focused policy requests and concerns to the Foundation board
 - iii. To serve as a programming resource that allows Residents to collaborate and coordinate their respective companies' programming efforts.

D. The Fundraising and Outreach Committee. The Fundraising Committee shall consist of both members of the Foundation board and members of the public invited by existing members of the committee—no less than (2) Foundation board members are to serve on this committee. The Foundation President and Treasurer shall serve as de facto members.

- 1) The Fundraising Committee shall exist with the goal of raising funds to insure the financial viability and stability of the Foundation.

Section 3. Other Committees. The Board may authorize such other standing committees and ad hoc committees as it deems advisable and shall prescribe the duration, composition, and charge of each committee authorized.

Article 7 - Participating Theatre Companies

Section 1. Obtaining Resident Organization Status. Eligible local, arts-focused organizations may apply for Resident Organization status, which may be granted by a 3/4 majority vote of the Board of Directors.

Section 2. Rights & Responsibilities of Resident Organizations.

- A. Each Resident Organization shall continue to be an independent company and shall maintain financial control of its own company.
- B. Each Resident Organization shall have artistic control over the selection of productions to be performed during its scheduled facility times.
- C. Each Resident Organization shall honor its contracts with the Foundation and work cooperatively with the Foundation and each other.

Section 3. Removal of a Resident Organization.

- A. A Resident Organization may be removed by 3/4 majority of all Directors other than that Resident Organization's appointed Director, if these procedures are followed:
 - 1) Prior to voting to remove a Resident Organization, the Board shall approve a proposal to remove the Resident Organization. Such a proposal requires a majority vote.

- 2) Within seven (7) calendar days after the Board approves a proposal to remove a Resident Organization, the Board shall deliver notice of the proposal to the Resident Organization. The notice shall outline specific actions, deemed necessary by the Board, which the Resident Organization must take in order to continue to be a Resident Organization.
 - 3) The Resident Organization shall deliver a response to the Board within fifteen (15) calendar days after delivery of the Board's notice. The Resident Organization response shall identify the Board meeting at which the Resident Organization will address the Board. The Resident Organization shall address the Board at one of the Board meetings held within sixty (60) calendar days of the approval of the proposal to remove the Resident Organization.
- B. Provided that the above steps are taken, the Board may then vote to remove the Resident Organization after the Resident Organization addresses the Board. If the Resident Organization is not removed within sixty (60) calendar days of Board approval of a proposal to remove the Resident Organization, the Resident Organization shall not be removed except by repeating this procedure.
- C. If the Resident Organization fails to deliver the required response to the Board, or the Resident Organization fails to attend the identified Board meeting, unless otherwise determined by the Board, the Resident Organization shall be removed from the Foundation effective at the end of the next Board meeting which is at least twenty-eight (28) calendar days after the Board meeting at which the proposal to remove was approved, with no further action required by the Board.

Section 4. Withdrawal of a Resident Organization. A Resident Organization may relinquish its status as a Resident Organization by delivering notice of withdrawal to the Board at least thirty (30) calendar days prior to the effective date of the withdrawal. The Board may decline to accept or condition withdrawal. Withdrawal shall not extinguish the Resident Organization's obligations to the Foundation, including its obligations under its rental agreements.

Article 8 - Contracts

The Board may authorize any officer or agent of the Foundation, including the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation.

Article 9 - Management

Section 1. Executive Director. The duties, job description, and all terms of service, including compensation, shall be determined by the Board and may be reviewed from time to time in order to attract and retain competent management.

Section 2. Additional Positions. The Board may create and fill such additional positions as may be deemed necessary.

Article 10 - Indemnification

Section 1. Mandatory Indemnification. The Foundation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Foundation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Foundation. The Foundation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Member, the WNCL or otherwise. All capitalized terms used in this Article 11 and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Foundation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Foundation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Chapter 42 Excise Tax. Notwithstanding the foregoing, the Foundation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

Article 11 – Periodic Review of and Amendments to the Bylaws

Section 1. Periodic Review. These Bylaws shall be reviewed periodically by the Board of Directors to assure continued compliance with relevant laws and regulations and the needs of the Foundation. If the Board of Directors' review results in the determination that changes are required, the Board may alter, amend, or repeal the Bylaws, as provided herein.

Section 2. 2/3 Vote. The Bylaws may be amended by a two-thirds (2/3) majority vote of the Directors of the Board.

Section 3. Proposed Amendments. A proposed amendment to the Bylaws shall be presented in writing to each Director at the Board meeting prior to the Board meeting at which a vote will take place. In no case will this consideration period be shorter than fifteen (15) calendar days.

Section 4. Effective Date. Upon approval by the Board, any amendments or changes to the Bylaws shall become effective without further action.

Article 12 – Creation of Procedural Resolutions

With a simple majority, the Board may create Procedural Resolutions as needed to effectively conduct Foundation business. The Board shall maintain a record of such Resolutions.

Article 13 – Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be “signed” or to have a “signature” by or of a Director, Officer, or Committee member, shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Section 2. Deliver. Any action or notice required in these Bylaws to be “delivered” may be delivered by hand, mail, commercial delivery service, electronic transmission, or any other method of delivery used in conventional commercial practice.

Section 3. Methods of Giving Notice. Notice of any regular or special Board Meeting, and any other notice required to be given under the WNCL, the Articles of Incorporation, or these Bylaws, may be communicated in person, by telephone, facsimile, e-mail, or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- A. When received.
- B. Five (5) days after deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- C. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

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Certified a true and correct copy of the Bylaws adopted on January 10, 2023, by the Board of Directors of the Gerald A. Bartell Community Theatre Foundation, Inc.

Bob Moore, Secretary