

**BYLAWS
WASHINGTON DRAMA SOCIETY, INC.**

Amended as of October 26, 2020, and Restated as of February 22, 2021

These Bylaws are adopted by the Corporation and are supplemental to the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Corporation Act”), and as the same shall, from time to time, be in effect.

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**ARTICLE I
NAME, INCORPORATED, AND PURPOSES**

The name of this nonmembership corporation is “Washington Drama Society, Inc.” as provided in the Certificate of Incorporation dated April 2, 1959, and recorded on April 3, 1959, with the Superintendent of Corporations, D.C. (“Corporation”). The Corporation operates under the name of “Arena Stage.”

The general aims and purposes of the Corporation are as set forth in said Certificate of Incorporation. The Corporation is organized to operate exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (“Code”).

**ARTICLE II
PRINCIPAL OFFICE AND BOOKS**

Section 1. Registered Office. The principal office of the Corporation shall be located in the District of Columbia. The Corporation may establish and maintain offices at any other place or places, within or without the District of Columbia, as the Board of Trustees may from time to time determine.

Section 2. Books, Records, and Documents. There shall be kept at the principal or any other designated office of the Corporation books, records and documents of the Corporation, a copy of the Certificate of Incorporation, a copy of these Bylaws and all amendments thereto, all minutes of meetings of the Board of Trustees and Executive Committee, and the audited annual financial statements of the Corporation.

**ARTICLE III
CORPORATE SEAL**

The seal of the Corporation shall be circular in form bearing the name of the Corporation and the words and figures “Incorporated District of Columbia - 1959.”

**ARTICLE IV
NONMEMBERSHIP CORPORATION**

The Corporation is a nonmembership corporation and shall not have any members. Accordingly, the Board of Trustees shall exercise the rights and powers of members as provided in the Nonprofit Corporation Act.

**ARTICLE V
TRUSTEES**

Section 1. Powers and Duties. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, all corporate powers of the Corporation shall be exercised by or

under the authority of the Board of Trustees and the activities and affairs of the Corporation shall be managed by and under the direction and subject to the oversight of the Board of Trustees. As used in these Bylaws, the terms “Trustee” and “Board of Trustees” shall have the same meanings as the terms “director” and “board of directors,” respectively, in the Nonprofit Corporation Act. All books, records, documents and other properties of the Corporation shall at all times be subject to the inspection, supervision and control of the Board. The Board shall have the authority to interpret the provisions of these Bylaws and its interpretation shall be binding upon the Corporation.

Section 2. Composition of the Board of Trustees.

- a. The Board of Trustees shall be composed of not less than 10 or more than 50 members, including the senior artistic officer of the Corporation (“Artistic Director”) and the senior managing officer of the Corporation (“Executive Director”). Each of the individuals serving as the Artistic Director and the Executive Director shall be a member of the Board of Trustees for as long as each shall serve in his/her respective capacity.
- b. The Board of Trustees may also be composed of additional members, including:
 - (i) Life Trustees. The Board of Trustees may also elect Life Trustees as members of the Board, who shall serve subject to the provisions of Article V, Section 5 of these Bylaws.
 - (ii) YPB Trustee. The Arena Stage Young Patrons Board may designate a member of the Young Patrons Board to serve as a member of the Board of Trustees (“YPB Trustee”).

Hereinafter, all such members of the Board of Trustees shall be referred to collectively as the “Board of Trustees” or “Board”.

Section 3. Election and Terms of Trustees

- a. The following provisions govern the election and terms of Trustees other than Life Trustees and the YPB trustee. Trustees of the Corporation shall be elected by the Board at each annual meeting of the Board, and at such other meeting of the Board as the Board deems necessary or desirable. Members of the Board of Trustees elected for a first term shall serve for a term of one year or a term ending at the time of the next annual meeting of the Board following the expiration of the one-year term, whichever is longer. Thereafter, a member of the Board shall be eligible for election for two consecutive three-year terms. At the conclusion of service of two consecutive three-year terms, a Trustee shall be eligible for re-election to the Board after a hiatus of at least one year and shall then again be permitted to serve two consecutive three-year terms. If a Board officer’s term of service on the Board of Trustees is scheduled to expire before the end of his or her term of service as an officer of the Board, that person’s term on the Board of Trustees shall be extended to coincide with the termination of his or her term of service

as a Board officer. In the normal course, the Trustee who serves as Chair will be expected to have served as Chair-Elect for the year prior to commencing his or her term as Chair, and for two years following his or her term as Chair as a member of the Executive Committee, a total of six years of consecutive service as a Trustee. As further provided in section 1a(i) of Article VIII, the immediate past Chair's term of service as a member of the Board may also be extended.

b. Life Trustees. The election and term of Life Trustees shall be governed by Section 5 of Article V.

c. YPB Trustee. The YPB Trustee shall be designated to serve by the Young Patrons Board. The YPB Trustee shall serve for a term of one year. The individual designated the YPB Trustee may serve for consecutive one year terms.

Section 4. Removal, Resignation, and Vacancies of Trustees. At any time, any member of the Board of Trustees may resign by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Secretary of the Corporation. At a meeting of the Board of Trustees, any Trustee may be removed from office by a majority vote of the Board of Trustees then serving. In addition, in extraordinary circumstances as determined by the Chair, the Executive Committee at a meeting of the Executive Committee may remove a Trustee from office by a majority vote of the members of the Executive Committee then serving. Vacancies by resignation, death, removal or otherwise, shall be filled by the Board of Trustees at any regular meeting of the Board of Trustees, or at a special meeting of the Board called for that purpose.

Section 5. Life Trustees. A member of the Board of Trustees whose service to the Corporation has been of such an exemplary nature as to set it apart from the standard of service generally expected of members of the Board of Trustees may be elected to serve for life. At a meeting of the Board of Trustees, a Life Trustee shall be elected by a vote of at least two thirds of the Board of Trustees then serving. Life Trustees are entitled to vote on Board of Trustees actions, to serve on committees (at their election), and generally to take part in the affairs and duties of the Board of Trustees.

Section 6. Adjunct Categories of Board Membership. In addition, the Board of Trustees may establish the following categories of adjunct participation on the Board of Trustees ("Adjunct Trustees"):

a. Honorary Membership. This category includes such temporary Honorary Members as the Board of Trustees may determine. Honorary Members shall be elected by the Board of Trustees for a one year term and may be reelected by the Board of Trustees at the pleasure of the Board for successive one year terms.

b. Emeritus Membership. Whenever the Board of Trustees determines that a retiring member of the Board is entitled to acknowledgement of long and meritorious service it may elect such member as an Emeritus Trustee to serve for a term of three years. Emeritus Trustees may be elected for additional three-year terms at the pleasure of the Board.

Adjunct Trustees have the privilege of attending meetings of the Board of Trustees and committees of the Board of Trustees and of participating in the discussion at such meetings but may not vote in connection with any matter and shall not be counted for the purpose of determining whether a quorum is present. There is no limit on the number of Adjunct Trustees the Board of Trustees may elect. An Adjunct Trustee serves at the pleasure of the Board of Trustees and is not a Trustee or a member of the Board of Trustees. The Board of Trustees shall have the authority to create such additional categories of adjunct membership from time to time, as it deems necessary or desirable.

Section 7. Officers of the Board of Trustees. The Board of Trustees shall have a Chair, one or more Vice Chairs, and a Chair-Elect. The Chair, any Vice Chair, and the Chair-Elect must be members of the Board of Trustees. The Board of Trustees may elect or appoint such other officers and assistant officers of the Board of Trustees as may be deemed necessary or desirable, which officers must be members of the Board of Trustees.

Section 8. Officers of the Board of Trustees: Election, Removal, Resignation, and Vacancies. At a meeting of the Board of Trustees:

- a. The Board of Trustees shall elect from among the members of the Board of Trustees a Chair, one or more Vice Chairs, if the Board determines to have Vice Chairs, and a Chair-Elect;
- b. A Board officer may be removed from office by a majority vote of the Board of Trustees then serving; and
- c. The Board of Trustees may fill a vacancy that occurs in any Board office for the unexpired portion of the term of such office.

Any Board officer may resign at any time by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Secretary of the Corporation. Vacancies in any office may be filled by the Board of Trustees at any regular or special Board meeting or by consent.

Section 9. Terms of Office of Board Officers. Each officer of the Board of Trustees shall serve as an officer of the Board until a successor is elected and qualified. Consistent with section 3 of this Article V, a Board officer's term of service on the Board shall be extended, if necessary, to coincide with that Trustee's service as an officer of the Board. The terms of office of the various officers of the Board shall be as follows:

- a. Chair. The Chair shall be elected for a term of three years.
- b. Chair-Elect. A Chair-Elect of the Board of Trustees shall be elected at the annual that occurs in the second year of the three-year term of the Chair of the Board. The Chair-Elect shall serve as such until the conclusion of the term of the then-current Chair of the Board of Trustees. The Chair-Elect shall be elected as Chair of the Board of Trustees at the next annual meeting occurring after his or

her election as Chair-Elect, unless the Board at such annual meeting determines otherwise. The Chair-Elect shall serve as a member of the Executive Committee.

c. Vice Chair. Each Vice Chair shall be elected for a one-year term and may be reelected for two additional consecutive one-year terms. When the Chair of the Board of Trustees deems it to be in the best interests of the Corporation, the Chair may waive this term limitation with respect to a Vice Chair.

d. All other Board officers shall be elected or appointed for a term of one year and may be re-elected for two additional consecutive one-year terms. When the Chair of the Board of Trustees deems it to be in the best interests of the Corporation, the Chair may waive this term limitation on a year-by-year basis with respect to such other officers of the Board.

Section 10. Powers and Duties of the Chair and Vice Chair.

a. Chair. The Chair shall perform such duties as shall be assigned to him or her from time to time by these Bylaws and by the Board of Trustees, including presiding over meetings of the Board of Trustees. The Chair shall serve as chair of the Executive Committee of the Board of Trustees. The Chair shall nominate annually the members and chairs of all committees of the Board of Trustees. The Chair shall also serve as chair of the committee established pursuant to section 4 of Article IX, to perform the annual review of the Artistic Director and the Executive Director. In addition, in the absence of the Chair or in the event of the inability of the Chair to act, the Chair may delegate to a Vice Chair the authority to perform one or more specific duties, or all duties, of the Chair.

b. Vice Chair. Each Vice Chair shall exercise such powers and perform such duties as shall be assigned or delegated to him or her from time to time by these Bylaws and by the Board of Trustees or the Chair.

**ARTICLE VI
MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. Quorum; Voting; Transaction of Business; Adjournment; Telephonic Participation; Proxy Voting.

a. Quorum. One third of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting duly called. Neither the Life Trustees nor the YPB Trustee shall be included in the determination of a meeting quorum. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those present may, but shall not be required to, adjourn the meeting without further notice, from time to time, until a quorum shall have been obtained.

b. Voting. Only members of the Board of Trustees shall be entitled to vote on matters presented for consideration by the Board of Trustees.

c. **Transaction of Business.** Unless the Certificate of Incorporation, these Bylaws, or the law otherwise requires, at a duly called meeting at which a quorum is present, the act of a majority of the members of the Board of Trustees present shall constitute an act of the Board. Board actions that are not required by the Certificate of Incorporation, these Bylaws, or law, to be taken at a meeting may be taken by consent, in accordance with the Nonprofit Corporation Act.

d. **Adjournment.** A majority of the members of the Board of Trustees present at any meeting, whether a quorum is present or not, may adjourn the meeting at any time.

e. **Remote Participation in Meetings.** Trustees may participate in any meeting of the Board of Trustees or a committee by means of a conference telephone, videoconference, or similar communications equipment if all persons participating in the meeting can hear one another at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places within or without the District of Columbia as the Board or the Chair from time to time may fix. The Board of Trustees shall have a minimum of four regular meetings each fiscal year, one of which will be the annual meeting for the election of members of the Board of Trustees and officers. Regular meetings shall be held for the transaction of such business as may properly come before the meeting. Meetings may be held at any time without notice if all of the members of the Board are present, or, if at any time before or after the meeting, those not present waive notice of the meeting in writing.

Section 3. Special Meetings. Special meetings may be held at any time upon the call of the Chair by notice to each member of the Board of Trustees given not less than two business days before such meeting. Such notice shall describe the general nature of the business to be transacted. Special meetings may be held within or without the District of Columbia.

Section 4. Executive Sessions. The Board of Trustees, at the discretion of the Chair or at the request of two or more members of the Board of Trustees, may meet in executive session either in connection with a regular Board meeting or at a special meeting convened for such purpose. Adjunct Trustees and members of the Corporation's staff (for example, the Executive Director and Artistic Director) may not attend or participate in an executive session, except at the discretion of the Chair. Every committee may also meet in executive session at the discretion of the chair thereof.

Section 5. Notice. Notice of a regular or special meeting, and waiver of such notice, shall be given in the manner prescribed in Article XIV of these Bylaws.

ARTICLE VII OFFICERS OF THE CORPORATION

Section 1. Officers of the Corporation. The Corporation shall have a President, a Secretary, and a Treasurer, which officers need not be members of the Board of Trustees. A person may hold more than one office of the Corporation but may not serve concurrently as both President and Treasurer or Secretary of the Corporation. The Corporation may have such other officers and assistant officers as may be deemed necessary or desirable by the Board of Trustees, which officers need not be members of the Board of Trustees.

Section 2. Officers of the Corporation: Election, Removal, Resignation, and Vacancies. At a meeting of the Board of Trustees:

- a. Subject to section 1 of this Article VII, the Board of Trustees shall elect such officers of the Corporation as it may deem appropriate;
- b. An officer of the Corporation may be removed from office at any time by the Board of Trustees; and
- c. The Board of Trustees may fill a vacancy that occurs in any office for the unexpired portion of the term of such office.

Any officer may resign at any time by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Secretary of the Corporation. Vacancies in any office may be filled by the Board of Trustees at any regular or special Board meeting or by consent.

Section 3. Terms of Office. All officers of the Corporation shall be elected for a term of one year and may be re-elected for any number of additional one-year terms. Each officer shall serve until a successor is elected and qualified.

Section 4. President. The President shall perform all duties incident to the office of a president of a corporation and such other duties as assigned from time to time to the President by these Bylaws and by the Board of Trustees.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and of any committees of the Board, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation, as required by law. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are assigned from time to time to the Secretary by these Bylaws and by the Board of Trustees.

Section 6. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall,

from time to time, be selected by the Board of Trustees. The Treasurer shall render to the Chair and to the Board of Trustees, whenever requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are assigned from time to time to the Treasurer by these Bylaws and by the Board of Trustees.

ARTICLE VIII COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Committees of the Board of Trustees. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the Board of Trustees may delegate its powers to manage the activities and affairs of the Corporation to one or more committees of the Board of Trustees. The committees of the Board of Trustees shall have the duties and responsibilities and exercise the powers and authority of the Board of Trustees, to the extent not restricted by law, delegated to them by the Board of Trustees. The Board of Trustees shall appoint the chairs and members of each committee of the Board. Each committee of the Board shall fix the time and place of its meetings. The following are the committees of the Board of Trustees.

- a. Executive Committee.
 - (i) *Composition.* The Executive Committee shall consist of all of the elected officers of the Board of Trustees, the Artistic Director and Executive Director, and up to three additional members of the Board of Trustees appointed by the Chair at the annual meeting in his or her sole discretion to serve for one year. In addition to the foregoing, the immediate past Chair of the Board shall serve on the Executive Committee for two years following the expiration of his or her term of office as Chair. If the immediate past Chair's term of service as a member of the Board of Trustees is scheduled to expire before the end of such two-year service on the Executive Committee, that person's term on the Board of Trustees will be extended to coincide with the termination of his or her service on the Executive Committee. Upon the election of a Chair-Elect by the Board of Trustees, the Chair-Elect shall serve on the Executive Committee.
 - (ii) *Plenary Powers.* The Executive Committee shall, during intervals between meetings of the Board of Trustees, possess and exercise all the powers of the Board of Trustees, except as otherwise provided by law, these Bylaws, or as expressly reserved to the Board by resolution. The Executive Committee, meeting in executive session, shall be responsible for reviewing and approving the terms of employment and the compensation of the Artistic Director and the Executive Director.

- (iii) *Meetings.* The Executive Committee shall have regular meetings at the call of the Chair of the Board of Trustees.
- b. **Development Committee.** The Development Committee shall have oversight of and shall assist with fundraising activities and other development initiatives of the Corporation, including, but not limited to, the Annual Fund and any campaign that may be conducted by the Corporation from time to time.
- c. **Finance Committee.** The Finance Committee shall have oversight and supervisory responsibility of the finances of the Corporation, including, but not limited to, the preparation of and recommendation to the Executive Committee of the annual budget of the Corporation, periodic reviews of the finances of the Corporation, and oversight of compliance by management with internal financial controls.
- d. **Nominating Committee.** The Nominating Committee shall be responsible for identifying candidates for service on the Board of Trustees. The Nominating Committee shall, at the annual meeting, and at such other Board meeting as the Board determines necessary or desirable, recommend a slate of candidates, having first determined that such people are prepared to serve, for submission to the Board of Trustees for approval. The Nominating Committee shall, at the annual meeting, also recommend a slate of officers of the Board of Trustees and of the Corporation for the coming year for submission to the Board of Trustees for approval. The Nominating Committee shall also oversee the orientation of newly elected Trustees. In the event of a vacancy on the Board of Trustees, of a Board officer including the Chair, or of a Corporation officer, the Nominating Committee shall recommend to the Board a nominee to fill any such vacancy for the remaining unexpired term of such position or office.
- e. **Audit Committee.** The Audit Committee shall be responsible for the oversight and supervision of the engagement and dismissal of an independent certified public accounting firm and that firm's performance of an annual audit of the Corporation's financial statements. The Audit Committee shall also be responsible for the oversight and supervision of the Corporation's internal control systems, risk management processes, and systems for monitoring compliance with codes of conduct and with laws and regulations. The Audit Committee shall consult with the auditor each year regarding the scope of the audit, the procedures to be followed, and the form of the report to be made by the auditor. After the audit has been completed, the Audit Committee shall review the auditor's report and meet with the auditor and, if the Audit Committee so determines, the Corporation's management, to discuss the report, any additional comments or suggestions the auditor may wish to make, and the possible scope of future audits. Following receipt of the auditor's final report, the Audit Committee shall submit the auditor's report and the Corporation's audited financial statements, with such recommendations as the Audit Committee may determine, at the next meeting of the Board of Trustees.

f. Investment Committee. The Investment Committee shall be responsible for the oversight and supervision of the investment and management of the Corporation's funds, including restricted and unrestricted funds, and, to this end, retain and evaluate any investment advisors and managers it may in its discretion select to assist in this responsibility. The Investment Committee will also recommend to the Board for approval investment policies and investment objectives and, thereafter, monitor the effectiveness of such policies and the performance of the Corporation's investments against such objectives. The chair of the Finance Committee shall serve as a member of the Investment Committee.

g. Governance Committee. The Governance Committee shall be responsible for the oversight and supervision of the Bylaws and the Board's governance policies, practices, and procedures including, but not limited to, conflicts policies, document retention policies, whistleblower policies, code of conduct for Trustees, and such other policies as may be adopted by the Board of Trustees from time to time. The Governance Committee shall also keep the Board of Trustees informed of current practices in nonprofit governance and relevant laws and regulations for their applicability to the Corporation and maintain and update corporate governance and ethics policies and procedures from time to time, as the Governance Committee deems appropriate. The Governance Committee shall oversee annual self-evaluations of the Board of Trustees and its committees and other evaluations determined necessary or desirable by the Board of Trustees or the Governance Committee.

h. Strategy Committee. The Strategy Committee shall assist the Board of Trustees in defining the Corporation's mission, vision and strategic direction; assuring that the Corporation's work fulfills that mission, vision and strategic direction; and periodically updating the mission, vision and strategic direction of the Corporation. The Strategy Committee shall also assist the Board of Trustees in developing strategic plans for the Corporation, as well as key strategic indicators for regular review by the Board of Trustees. The Strategy Committee will review proposed changes to the mission, vision and strategic direction of Corporation and provide recommendations regarding such changes to the Board of Trustees for its consideration and, where appropriate, approval.

Section 2. Other Committees of the Board of Trustees. The Chair may, from time to time, with the approval of the Board of Trustees, establish such other committees of the Board of Trustees as may be necessary or desirable to conduct the business of the Corporation.

Section 3. Board Committee Composition. All committees of the Board of Trustees must be composed entirely of members of the Board of Trustees. The Board of Trustees may also appoint persons who are not members of the Board, including Adjunct Trustees, to attend meetings of Board committees. Any such appointees to a Board committee shall be designated as honorary but not as members of a committee and shall not have the power to vote on Board or Board committee matters.

Section 4. Board Committee Procedures: Quorum; Voting, Transaction of Business; Adjournment; Remote Participation in Meetings.

- a. **Quorum.** One third of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting duly called. Honorary committee members shall not be counted in determining whether quorum is present. If at any committee meeting there shall be less than a quorum present, a majority of those present may, but shall not be required to, adjourn the meeting without further notice, from time to time until a quorum shall have been obtained.
- b. **Voting.** Only members of the Board of Trustees who are members of a committee of the Board of Trustees shall be entitled to vote at meetings of such committee.
- c. **Transaction of Business.** Unless the Certificate of Incorporation, these Bylaws, or the law otherwise requires, at a duly called meeting at which a quorum is present, the act of a majority of the members of a Board committee present shall constitute an act of the committee. Committee actions that are not required, by the Certificate of Incorporation, these Bylaws, or law, to be taken at a meeting may be taken by consent, in accordance with the Nonprofit Corporation Act.
- d. **Adjournment.** A majority of the committee members present at any meeting, whether a quorum is present or not, may adjourn the meeting at any time.
- e. **Remote Participation in Meetings.** Members of a committee may participate in any meeting of a committee by means of a conference telephone, videoconference, or similar communications equipment if all persons participating in the meeting can hear one another at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 5. Notice of a Board Committee Meeting. Notice of a Board committee meeting, and waiver of such notice, shall be given in the manner prescribed in Article XIV of these Bylaws.

Section 6. Advisory Committees. The Board may create or authorize the creation of one or more advisory committees whose members need not be members of the Board of Trustees. An advisory committee shall not be a committee of the Board of Trustees and shall not exercise any of the powers of the Board of Trustees or a committee of the Board of Trustees. Sections 3 and 4 of this Article VIII shall not apply to an advisory committee.

**ARTICLE IX
ADMINISTRATION AND MANAGEMENT**

Section 1. Appointment of Management. The Board of Trustees, by a majority vote of all Trustees then serving on the Board, shall approve the appointment or dismissal of an Artistic Director and an Executive Director of the Corporation and shall authorize the Chair to undertake such steps, on behalf of the Corporation, as are necessary to accomplish such actions. The

Artistic Director and the Executive Director shall collaborate on the recruitment of and shall cause the Corporation to employ senior management personnel, and shall assume such duties as are specified in these Bylaws and such other duties as may be assigned by the Board of Trustees for the purpose of conducting the day-to-day administration and management of the Corporation.

Section 2. Artistic Director. Under the oversight and supervision of the Board of Trustees, the Artistic Director shall have charge of and shall direct, supervise and control all of the artistic and educational activities of the Corporation. The Artistic Director shall supervise the artistic affairs of the Corporation with respect to its mission, theatrical productions and projects, act for and carry out the policies of the Corporation as defined by the Board, and report and make recommendations to the Board of Trustees with respect to short- and long-range artistic planning and educational activities.

Section 3. Executive Director. Under the oversight and supervision of the Board of Trustees, the Executive Director shall have charge of and shall direct, manage, and control all of the business activities of the Corporation and perform such other duties and responsibilities as may be delegated to the Executive Director, from time to time, by the Board. The Executive Director shall cause the Corporation to employ or engage and discharge all employees, agents, independent contractors, and representatives of the Corporation who are not employed at the discretion of the Board of Trustees itself or whose employment is not otherwise provided for. The Executive Director shall make recommendations to the Board of Trustees with respect to short- and long-range planning in connection with Corporation business, strategic financial planning, and fundraising affairs. The Executive Director shall serve as President of the Corporation, including for the purposes of applying for and renewing all business licenses.

Section 4. Annual Performance Reviews. The Chair and the committee referred to in section 10 of Article V shall conduct a performance review annually of the Artistic Director and the Executive Director. The committee shall consist of the Chair and the immediate past Chair of the Board of Trustees, one Trustee selected by the Chair to serve on the committee if the immediate past Chair is unable or unwilling to serve on this committee, and one Trustee selected by the Artistic Director with respect to his or her performance review, and one Trustee selected by the Executive Director with respect to his or her performance review.

ARTICLE X

PERSONAL LIABILITY OF TRUSTEES AND INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND OTHER PERSONS; INSURANCE

Section 1. Personal Liability of Trustees. A Trustee of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, except for: (1) the amount of a financial benefit received by the Trustee to which the Trustee is not entitled; (2) an intentional infliction of harm; (3) a violation of section 29-406.33 of the Nonprofit Corporation Act; or (4) an intentional violation of criminal law. This section 1 shall not limit a Trustee's liability for monetary damages to the extent prohibited by law.

Section 2. Mandatory Indemnification of Trustees and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any present or former Trustee or officer

who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding, issue or matter, whether civil, criminal, legislative, administrative, or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such Trustee or officer is or was a Trustee or officer of the Corporation or is or was serving at the request of the Corporation as a, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Trustee or officer in connection with such action, suit, proceeding, issue or matter, except as otherwise provided in section 4 of this Article X. A Trustee or officer of the Corporation entitled to indemnification under this section 2 is hereafter called a "person covered by section 2 hereof".

Section 3. Advance of Expenses. Expenses (including attorneys' fees and costs) incurred by a person covered by section 2 hereof in defending a threatened, pending or completed civil or criminal action, suit, proceeding, issue or matter, shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in section 4 of this Article X. The Trustee's or officer's right to advancement of expenses shall not be subject to any condition other than submission of such an undertaking. The undertaking need not be secured and shall be accepted without reference to the financial ability of the Trustee or officer to make repayment.

Section 4. Exceptions. No indemnification under section 2 of this Article X or advancement or reimbursement of expenses under section 3 of this Article X shall be provided to a person covered by section 2 hereof: (1) if a final un-appealable judgment or award establishes that such Trustee or officer engaged in self-dealing, willful misconduct or recklessness; (2) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of Trustee's and officers' liability insurance maintained by the Corporation or other enterprise; or (3) for amounts paid in settlement of any threatened, pending or completed action, suit, proceeding, issue or matter without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Trustees is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under section 2 of this Article X or advancement or reimbursement of expenses under section 3 of this Article X, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board.

Section 5. Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X shall continue as to a person who has ceased to be a Trustee or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Notice of Commencement of Action. As a condition of any right to indemnification hereunder, the Trustee or officer shall give the Corporation written notice of the commencement of a claim, action, suit, proceeding, issue or matter against him or her as soon as practicable, but in any event, no later than sixty (60) days from when he or she becomes aware of such claim, action, suit, proceeding, issue or matter. Where a Trustee or officer fails to give such notice and that failure causes the Corporation material prejudice, the Corporation may, in its discretion, choose not to indemnify such Trustee or officer for any expenses incurred by him or her with respect to such claim, action, suit, proceeding, issue or matter. The Corporation shall have the right, at its election and expense, to assume or participate in the defense of any such civil action, suit or proceeding, if to do so will not subject it to a conflict of interest and is not unreasonable under the circumstances. If the Corporation assumes the defense, the Trustee or officer may participate in the defense at his or her own expense. The Corporation shall only be obligated to pay a settlement of a civil action, suit, proceeding, issue or matter to which it consents in writing, such consent not to be unreasonably withheld. If the Corporation is obligated to indemnify or advance expenses to a Trustee or officer as to a proceeding relating to his or her service at the Corporation's request as a director, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), the Corporation's obligation shall be secondary to and in excess of any indemnification and advancement obligation owed by such other corporation, partnership, limited liability company, joint venture, trust or enterprise, or its insurer, and the Corporation shall be subrogated to the Trustee's or officer's rights to such obligation of indemnification, advancement or insurance, if not duly paid.

Section 7. General Provisions.

a. The term "to the fullest extent permitted by applicable law," as used in this Article X, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by section 2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (1) on the basis of the applicable law on the date this Article X was adopted, or (2) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (3) on the basis of the applicable law in effect at the time indemnification is sought.

b. The right of a person covered by section 2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to section 3 of this Article X: (1) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person; and (2) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article X with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

c. If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty

(30) days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including its Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Trustees or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

d. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the Trustees or otherwise, both as to action in such Trustee's or officer's official capacity and as to action in another capacity while holding that office.

e. Nothing contained in this Article X shall be construed to limit the rights and powers the Corporation possesses under the Nonprofit Corporation Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

f. The provisions of this Article X may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by section 2 hereof by a written agreement signed by the Corporation and such person.

Section 8. Indemnification of Employees; Optional Indemnification. The Corporation may indemnify employees on the same terms and conditions as its Trustees and officers or otherwise, if the Board of Trustees decides that it is in the best interests of the Corporation to indemnify any such employee. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than those covered by this Article X.

Section 9. Insurance. The Corporation shall have the power to purchase liability insurance on behalf of any person who is or was serving as a Trustee, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture,

trust, other enterprise or employee benefit plan, whether or not the Corporation would have the power to indemnify such persons against liability under the Nonprofit Corporation Act.

Section 10. Severability of Provisions. Each provision of this Article X is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article.

ARTICLE XI CONFLICTS OF INTEREST

Trustees, officers of the Corporation, advisory committee members, and Corporation employees, volunteers and others, while acting on behalf of the Corporation, shall avoid conflicts of interest and the appearance of a conflict of interest. Such persons' conduct shall be based solely on the best interest of the Corporation, in accordance with applicable laws and regulations. The Board of Trustees shall adopt, and all such persons shall comply with, a Conflict of Interest Policy to carry out the aforementioned policy objectives.

ARTICLE XII CONFIDENTIALITY

All meetings of the Board of Trustees and its committees and advisory committees are conducted in confidence and matters discussed at such meetings shall be deemed to be confidential and of a proprietary nature. Each Trustee, any appointee to a committee who is not a Trustee, and all employees of the Corporation, are expected to respect the confidentiality of all information that a Trustee, appointee to a committee, or employee of the Corporation obtains solely as a result of his or her membership on the Board of Trustees, appointment to a committee or employment by the Corporation and that has not been authorized for disclosure nor become public. Each Trustee shall certify annually, as part of the conflict of interest certification, that he or she understands and will abide by his or her obligation to maintain confidentiality.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 1. Contracts. The President, or any designee of the President, including the Corporation's general manager and chief marketing officer, or any other person designated by resolution of the Board of Trustees, is authorized to enter into any contract or execute and deliver any instrument other than loan transactions pursuant to section 2 of this Article XIII in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Trustees may authorize the President or any other officer or agent of the Corporation to: (1) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual, governmental entity, or other institution; (2) make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation; (3) pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances; and (4) lend money for

the charitable, educational or literary purposes of the Corporation and take and hold real and personal property as security for the payment of funds so loaned. Such authority conferred by the Board may be general or confined to specific instances. No loans shall be made by the Corporation to any Trustee, officer, or employee thereof.

Section 3. Checks, Drafts, etc. All checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Trustees, including any banking resolution, be signed by the President or the Treasurer, or by a designee of the President; provided, however, that each designee shall be approved in advance by the Board of Trustees, which may impose additional limitations on such re-delegated authority.

Section 4. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Trustees may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned and delivered by the President or Treasurer, or by a designee of the President; provided, however, that each designee shall be approved in advance by the Board of Trustees, which may impose additional limitations on such re-delegated authority.

Section 5. Annual Accounting Period. The annual accounting period of the Corporation shall be July 1st through June 30th.

Section 6. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation, consistent with such gift acceptance policy as the Board may adopt from time to time.

Section 7. Grants. The Board of Trustees, in furtherance of the charitable, educational and literary purposes of the Corporation, shall have the exclusive power to allocate grants to any organization organized and operated exclusively for charitable, educational or literary purposes within the meaning of Section 501(c)(3) of the Code. In the event that the organization has not been recognized by the Internal Revenue Service to be an organization described in Section 501(c)(3) of the Code, the Board of Trustees shall review all requests for funds from such organization, require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee and require that the grantee furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. After the Board has approved a grant to another organization for a specific project or purpose, the Board shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, educational or literary purposes. The Board may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified individuals or organizations in furtherance of religious, charitable, educational and scientific

purposes, within the meaning of Section 501(c)(3) of the Code, so long as such grants meet the requirements set forth in section 7 of this Article XIII.

Section 8. Investments and Voting of Securities Held by the Corporation. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Trustees. The Board is restricted to the investments that a Trustee is or may hereafter be permitted by law to make. Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Trustees may specify. In the absence of any direction by the Board, such stocks and securities shall be voted as the President may determine.

Section 9. Annual Financial Report and Audit. The Board of Trustees shall cause an annual audit of the Corporation's financial statements to be performed and a report on such audit to be prepared by an independent certified public accountant. The Audit Committee shall oversee the annual audit and the engagement and dismissal of an independent certified public accountant, as further provided in section 1e. of Article VIII.

Section 10. Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed in accordance with the Corporation's Certificate of Incorporation or, if the Certificate of Incorporation shall not specify, then to, and only to, one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes of the Corporation stated in the Certificate of Incorporation. In no event shall any of such assets or property be distributed to any Trustee or officer or any private individual.

ARTICLE XIV NOTICES

Section 1. Notice of Meetings. The Secretary or such person's designee shall give written notice to each Trustee of each meeting of the Board of Trustees, and to each member of each meeting of a Board committee or advisory committee. The notice shall state the time and place of the meeting. Notice is given when it is delivered personally to the Trustee or committee member, left at the Trustee's or committee member's residence or usual place of business, or sent by facsimile or e-mail or, in the alternative, by U.S. mail to the Trustee's or committee member's address as it shall appear on the records of the Corporation. Notice shall be provided at least five calendar days (or at least three calendar days if notice is delivered personally) in advance of a regular meeting of the Board of Trustees or a committee meeting and at least two business days in advance of a special meeting of the Board of Trustees.

Section 2. Waiver of Notice. A Trustee may waive notice of any meeting of the Board of Trustees, and a member of a committee may waive notice of any committee meeting, by written statement filed with the Board of Trustees or committee, as applicable, or by oral statement at any such meeting. Attendance at a meeting of the Board of Trustees or a committee shall also constitute a waiver of notice, except where a Trustee or committee member states at the beginning of such meeting that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Trustees or committee may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

ARTICLE XV AMENDMENTS

Section 1. Amendment of the Certificate of Incorporation. The Certificate of Incorporation may be amended or restated at any meeting of the Board of Trustees by a majority vote of the Trustees who are then serving on the Board of Trustees, if at least 10 calendar days' prior written notice is given of the intention to take such action at such meeting.

Section 2. Amendment of Bylaws. These Bylaws may be amended or restated, in whole or in part, at any meeting of the Board of Trustees, by a majority vote of the Trustees who are then serving on the Board of Trustees, if at least 10 calendar days' prior written notice is given of the intention to take such action at such meeting. The text of all amendments and restatements to these amendments to these Bylaws shall be attached with a notation of the date of each such amendment or restatement.

These Amended and Restated Bylaws were approved by the Board of Trustees on February 22, 2021.