

**BYLAWS
OF
THEATRE B**

ARTICLE I. NAME AND LOCATION

The name of the corporation shall be Theatre B ("Corporation"). The principal office of the Corporation shall be located at 215 10th Street North, City of Moorhead, County of Clay, State of Minnesota. The Corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may determine from time to time.

ARTICLE II. PURPOSE AND MISSION

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954. The purpose of Theatre B is to be an established professional theatre company built around a resident ensemble and enmeshed in the fabric of the community. The mission of Theatre B is to ~~invigorate civic conversation through intimate and transformative storytelling~~ ignite conversations that transform our community through intimate and courageous stories.

Comment [H1]: Mission Statement wording changed with 2020 Strategic Planning session. BOD adopted this and the following changes at their regular Board meeting 6.15.21.

ARTICLE III. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of August each year and end on the last day of July.

ARTICLE IV. MEMBERS

A. Qualifications

An individual is considered a member of Theatre B by being:

1. A financial contributor of a monetary donation of \$1 or more annually (apart from the purchase of tickets); or
2. An Active member of the Theatre B Ensemble.

A contribution by an individual, in accordance with the above, constitutes consent of membership.

B. Membership Rights

The Corporation shall have one (1) class of members. Each member of Theatre B shall be entitled to one vote on any motion brought before the general membership at the annual meeting of Theatre B.

C. Annual Meeting

An annual meeting of the members shall be held at such location to be designated by the Board of Directors on the third Tuesday of the month of July in each year, beginning with the year 2019, at 5:30 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Minnesota, or for any other reason such meeting cannot be held on the third Tuesday of the month of July, such meeting shall be held on the next succeeding Tuesday. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a specific

meeting of the members as soon thereafter as is convenient.

D. Special Meetings

Special meetings of the members of Theatre B may be called by at the request of a minimum three (3) members of the Board of Directors, ~~the Chair of the Board of Directors,~~ or upon written request of 50 members or 10% of the members of Theatre B, whichever is lesser.

Comment [H2]: This change recommended by Zenas Baer, adopted by BOD 6.15.21

E. Notice of Meetings and Voting

Notice of the annual meeting and all other meetings of the members of Theatre B shall be announced on the website and by any other means as directed by the Board at least ten days prior to the meeting. Each member of Theatre B, as defined in this Article, shall be entitled to cast one vote. The vote of the majority of the members attending a duly called and noticed meeting shall be sufficient to transact business.

ARTICLE V. ENSEMBLE

A. Qualification

An individual is considered a member of the Theatre B Ensemble when s/he has

1. met the requirements for consideration by the Ensemble as detailed in the Theatre B policy manual;
2. been nominated by at least two (2) current Ensemble Members at a regularly scheduled and noticed meeting;
3. been formally invited by the Executive Director; and,
4. accepted the invitation to Ensemble Membership.

In consideration of the significant volunteer contributions of time and talent provided by members of the Ensemble, Theatre B waives the requirement for the minimum annual financial membership contribution.

B. Classes of Ensemble Members

1. Active Ensemble. To qualify as an Active Ensemble member, an individual must be a current resident of the Fargo Moorhead region and meet all other requirements as stated in the Theatre B policy manual.
2. Ensemble in Absentia. Ensemble members who have met all other requirements of membership, but do not maintain residence in the Fargo Moorhead region. By written request and approval of the Ensemble, an Ensemble Member in Absentia may re activate Ensemble membership if and when s/he returns to residence in the Fargo Moorhead region.
3. Former Ensemble. An Ensemble Member choosing to resign membership for reasons other than geographic relocation is considered a Former Ensemble member. A Former Ensemble member may reenter the Ensemble only after completing the initial requirements of Ensemble qualification as stated in the Theatre B policy manual.
4. Ensemble Emeritus. A Founder choosing to resign or suspend ensemble membership shall retain the honorary title held prior to retirement, and upon written request, may reenter the ensemble without fulfillment of the initial

Comment [H3]: 6.15.21 BOD recommended defining/identifying "Founder." Change added on next page.

requirements at the discretion of the Board of Directors and/or the Active Ensemble. Theatre B's Founders are: Amber Rae Bernhart, Lori Horvik, Scott Horvik, Carolyn Wintersteen, and David Wintersteen.

C. Responsibilities of Ensemble Members

The Ensemble is the heart of Theatre B, with primary responsibility for the operations and programs of the company. Each individual Ensemble member shall serve on at least one Board committee and maintain regular attendance at meetings. The Ensemble shall meet jointly with the Board of Directors at least semi-annually to address strategic goals and long-range plans. Unless special arrangements are approved in advance by the Ensemble, each Ensemble member shall maintain some involvement in each production, with an expectation of direct involvement in 50% of each season.

D. Rights of Ensemble Members

Each individual Active Ensemble member shall be entitled to one vote on any motion being brought before a duly called and noticed meeting of the Ensemble or the membership.

E. Resignation of Ensemble Members

Any Ensemble member may resign at any time by giving written notice to the Chair or Executive Director. The resignation shall take effect at the time specified in the letter or, if no time is specified, at the time of acceptance by the Chair of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

A. Responsibility

The affairs of Theatre B shall be managed by a Board of Directors, who shall be responsible for the general administration of Theatre B. The Board of Directors shall meet jointly with the Ensemble at least semi-annually to address strategic goals and long-range plans.

B. Composition

The Board of Directors shall consist of no fewer than seven nor more than eleven members of Theatre B. Three of the persons serving on the Board of Directors shall be current members of the Ensemble, who are elected by the full membership of the Ensemble every 3 years. The first election of Ensemble representatives to the Board in 2018 shall be staggered terms of 1, 2, and 3 years, with three year terms commencing thereafter.

C. Terms

The individuals serving on the Board of Directors shall serve terms consisting of three consecutive years beginning August 1st and ending three years later on July 31st. When an individual has served on the Board of Directors for two consecutive full three-year terms, that individual shall be ineligible to serve on the Board of Directors until one year has elapsed from the time that individual completed his or her last consecutive full three-year term. The three Ensemble members on the Board of Directors shall serve in staggered ~~terms so that only two of the three terms may expire during a particular year.~~

Comment [H4]: 6.15.21 BOD recommended removing this phrase for clarity.

D. Election

At its annual meeting, the membership shall elect individuals to serve new three-year terms on the Board of Directors beginning the following August 1st. The membership shall elect the same

number as the number of individuals whose three year terms will expire on the following July 31st, unless the Board of Directors has chosen to increase or decrease the number of individuals to serve on the Board of Directors. If the Board of Directors has chosen to increase or decrease the number of individuals to serve on the Board of Directors, the number of individuals elected shall be determined in such a manner that current and incoming Board members will continue to serve in staggered terms, so that, as nearly as possible, one third (1/3) of the terms continue to expire during each year. If the number of nominees exceeds the number of individuals to be elected as described above, the individual receiving the second largest number of votes shall be elected second and so on until the proper number of individuals are elected to serve on the Board of Directors.

E. Meeting Attendance, Resignation, and Removal

Any director may resign at any time by giving written notice to the Chair or Executive Director. The resignation shall take effect at the time specified in the letter or, if no time is specified, at the time of acceptance by the Chair of the Board of Directors. Any director may be removed from the Board of Directors, with or without cause, by a majority of votes cast by the Board of Directors at a meeting at which a quorum is present. Should a director be absent from three (3) consecutive regularly scheduled Board meetings, the Board of Directors may review the director's attendance record to determine if he or she should remain on the Board of Directors.

F. Vacancies

The Executive/Finance committee will nominate candidates to fill all vacancies resulting from death, resignation, or removal of directors. The vacancy will be filled at a regularly scheduled meeting by the affirmative vote of a majority of the Board of Directors present and voting. Each individual elected to fill a vacancy shall hold office for the unexpired portion of the vacated term.

G. Meetings

1. Regular meetings. No fewer than four regular meetings of the Board of Directors shall be held during the fiscal year without notice other than that specified in these bylaws at such time and place as shall be determined by the Board of Directors.
2. Special meetings. Special meetings of the Board of Directors may be called by the Chair or by one third (1/3) of the members of the Board of Directors.

H. Notice of Meetings

A schedule of regular meetings shall be established by Board action annually. No further notice of the regular meetings shall be required. Notice of Special Meetings must be sent via email to each member of the Board of Directors at least seven days prior to any Special Meeting.

I. Vote for Approval and Quorum

The vote of a majority of the directors attending a duly noticed meeting shall be sufficient to transact business, provided that a quorum consisting of a majority of the total membership of the Board of Directors is present. If a quorum is present when a duly called or held meeting is convened, the Board members present may continue to transact business, even though the withdrawal of a number of the Board members originally present leaves less than the proportion or number otherwise required for a quorum.

J. Committees

The following standing committees shall be appointed by the Board of Directors:

1. ~~Executive~~ Finance Committee
2. Artistic Direction Committee
3. ~~Engagement-Governance~~ Committee

Chairs of standing committees shall be appointed by the Board of Directors. The Board of Directors shall have the power, by motion, to create or abolish all committees as it deems appropriate. The duties of the committees shall be as prescribed by the Board of Directors, and the members shall be appointed by the Board of Directors. The members of such committees may be members of the Board, Ensemble, or community volunteers. The Board of Directors shall appoint committees during an annual strategic planning session or during standard Board meetings, as necessary.

Comment [H5]: 6.15.21 BOD adopted changes to the Standing Committees and some Committee duties.

ARTICLE VII. OFFICERS AND ADMINISTRATIVE STAFF

A. Election and Qualifications.

At the first regular meeting following the annual meeting of each fiscal year, the Board of Directors shall elect officers consisting of a Chair, a Vice Chair, a Secretary, a Treasurer and an Ensemble Representative to the ~~Executive-Finance~~ Committee of Theatre B. The Chair and Vice Chair shall be selected from the members of the Board of Directors. The Secretary and Treasurer may be selected from the members of the Board of Directors, the Ensemble, the staff (whether full-time or part-time) or may be an independent contractor of Theatre B. The Ensemble Representative to the ~~Board of Directors Finance Committee~~ shall be a member of the Ensemble and may be, but is not required to be, a member of the Board of Directors.

Comment [H6]: 6.15.21 Corrected for clarity.

B. Duties

1. Chair. The Chair shall be responsible for calling meetings of the directors and the membership, approving agendas, presiding over meetings, signing documents on behalf of Theatre B, ~~chairing the executive committee,~~ and ensuring that the functions of Theatre B and its Board of Directors are conducted as authorized. The Chair shall be a member of the ~~Executive~~ Finance Committee.
2. Vice Chair. The Vice Chair shall be responsible for presiding over meetings in the absence of the Chair, signing documents on behalf of Theatre B, and assisting the Chair in conducting the business of Theatre B and its Board of Directors. The Vice Chair shall be a member of the ~~Executive-Finance-Governance~~ Committee.
3. Secretary. The Secretary shall ensure that accurate minutes are recorded and kept on file at the Theatre B office. The Secretary shall be a member of the ~~Executive-Finance-Governance~~ Committee.
4. Treasurer. The Treasurer shall ensure that correct and complete books and records of Theatre B's accounts are kept. The Treasurer shall be a member of the ~~Executive~~ Finance Committee.
5. Executive Director. An Executive Director shall be appointed by the Board of Directors. The Executive Director shall have general supervision of the business affairs of Theatre B, shall have such other duties as prescribed by the Board of Directors, and shall be paid a salary determined by the Board of Directors. The Executive Director shall be empowered to sign documents on behalf of Theatre B.

Comment [H7]: This section reflects removal of "Executive" from the Finance Committee, the formation of a Governance Committee, and the desired roles for Officers on Standing Committees.

C. Terms

Officers shall serve for terms of one year. No individual may serve more than three consecutive terms in any one office.

D. Removal

Any officer may be removed by the vote of a majority of the Board of Directors whenever in its judgment the best interests of Theatre B will be served thereby.

ARTICLE VIII. STANDING COMMITTEES

A. Executive/Finance Committee

The Executive/Finance Committee is comprised of the Board Chair, Vice Chair, Treasurer, Secretary, the immediate Past Chair, and one Ensemble Board Representative elected by the Board. With a mind to a healthy balance, no more than three Ensemble members shall serve as members of the Executive/Finance Committee concurrently. The Executive/Finance Committee meets monthly to review financial statements; evaluates the performance of the Executive Director; attends to issues that arise between Board meetings; and reports to the full Board of Directors. The Executive/Finance Committee is also responsible for addressing non-profit governance, Board structure, operating procedures, Bylaws, and organizational health, and will make recommendations to the full Board of Directors as needed. The Executive/Finance Committee shall present, after consultation with other standing committees and the Ensemble, a list of candidates at the annual meeting to become members of the Board of Directors for the succeeding year.

Comment [H8]: 6.15.21 BOD adopted this definition of the Finance Committee structure and responsibilities (removing Executive and Governance functions):

The Finance Committee is comprised of the Board Chair, Treasurer, the immediate Past Chair, and at least one Ensemble Board Representative elected by the Board. With a mind to a healthy balance, no more than three Ensemble members shall serve as members of the Finance Committee concurrently. The Finance Committee meets monthly to review financial statements and activity; helps develop annual budgets; monitors performance revenue and makes ticket pricing recommendations; monitors liability, insurance, and audit issues; and reports to the full Board of Directors.

B. Artistic Direction Committee

This committee is primarily an Ensemble committee. The Artistic Direction committee shall include at least one Ensemble Representative to the Board of Directors, and at least one At Large Board member or one member from the community. The Artistic Direction Committee is responsible for keeping artistic programming and productions in harmony with the Mission, Vision, and Values of Theatre B. The Artistic Direction Committee considers audience and community needs and the needs of the Ensemble members and the artists. The Artistic Direction Committee will recommend season selections for Board review. The committee meets as needed throughout the year and is responsible for the planning and execution of the artistic projects of Theatre B.

Comment [H9]: 6.15.21 BOD adopted for clarity, noting importance of community input in artistic and programmatic decisions.

Comment [H10]: 6.15.21 BOD adopted a new Governance Committee as a third Stand Committee, and proposed this definition of the Governance Committee structure and responsibilities:

~~**C. Engagement Committee**~~

~~The Engagement Committee meets as needed throughout the year and is comprised of Board members, Ensemble members, and community volunteers. The Engagement Committee is responsible for developing goals and strategies to engage audiences and donors with the artists and activities of Theatre B. With an approach of "thinking from the outside in," the committee shall work to broaden audiences, deepen relationships with attendees and donors, and diversify the constituencies served by Theatre B.~~

The Governance Committee is responsible for the overall performance of the Board of Directors. The Governance Committee shall conduct the Board's self-evaluation; set goals with regard to the diversity and skills of prospective Board candidates; meet with prospective Board candidates; prepare the slate of Board candidates and officers for the Annual meeting; conduct Board orientation for new members; and provide professional development opportunities for Board members. To support continued development and operational stability for the organization, the Governance Committee shall regularly review and update organizational policies and procedures. The Governance Committee is also responsible for conducting the formal evaluation of the Executive Director.

Comment [H11]: 6.15.21 BOD recommended and adopted this addition for clarity.

ARTICLE IX. FINANCES

A. Accounts and Records

I. Theatre B's financial accounts and records shall be maintained in accordance with generally accepted accounting principles for nonprofits.

2. The Board of Directors shall require two signatures on all checks drawn on Theatre B's funds above an amount specified by the Board of Directors. The dollar amount on checks requiring two signatures will be reviewed by the Board of Directors periodically or as necessary.

B. Financial Controls

The Board of Directors shall establish a policy regarding the approval for budgeted operating and capital expenditures and the hiring of personnel.

C. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees and working groups, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE X. INDEMNIFICATION

A. Indemnification

The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

B. Conflicts of Interest

The Corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a Director of the Corporation or between the Corporation and an organization in which a Director of the Corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended, and in accordance with the Corporation's conflict of interest policy in effect and as amended from time to time.

C. Standard of Conduct

Each Director and Officer shall discharge his or her duties as a Director or Officer in good faith, in a manner which the Director or Officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE XI. AMENDMENT

A. Amendment by Board of Directors

These by laws may be amended by a two thirds (2/3) majority vote of the members of the Board of Directors at any regular or special meeting at which a quorum is present. Notice of a bylaws amendment shall be mailed out at least thirty (30) days in advance of the meeting. The bylaws become effective immediately after an affirmative vote.

B. Amendment by Members

At a regularly scheduled and noticed annual meeting or a properly noticed special meeting at which 2/3 of the membership are present, members with voting rights shall have the power to adopt, amend, or repeal by laws adopted, amended, or repealed by the Board of Directors.

C. Voting Rights of Members

A bylaw amendment to increase or decrease the vote required for a member action must be approved by the members of the Board of Directors.

ARTICLE XII. DISSOLUTION

A. Right to Dissolve

Theatre B may be dissolved by the Board of Directors and a majority of members with voting rights.

B. Action by Board of Directors

The Board of Directors shall adopt a resolution proposing dissolution of Theatre B by the affirmative vote of a majority of all directors. The resolution must include a plan of dissolution that states to whom the assets owned or held by the Corporation will be distributed after creditors are paid. The plan must be in compliance with statutes of North Dakota and Minnesota and with Federal regulations relating to section 501(c)(3) of the Internal Revenue Service code. If the Board of Directors will have discretion in distributing assets, the plan must state that the assets will be distributed to persons identified by the Board of Directors.

C. Action by Members

With respect to approval by members with voting rights, written notice must be given to each member with voting rights within the time and manner specified and must state that a purpose of the meeting is to consider dissolving the Corporation. The proposed dissolution must be submitted for approval at a meeting of members. If the dissolution is approved by the members, the dissolution must be started.

D. Distribution of Assets

If Theatre B dissolves, all assets and property remaining after all necessary expenses and obligations are paid shall be distributed in accordance with regulations of organizations under Section 501(c)(3) of the United States Internal Revenue Code.

This certifies that the foregoing are the bylaws of the Corporation duly adopted by written action of the Board of Directors of the Corporation as of the 4th day of December, 2018.

Signature of Officer: Tim O. Peterson
Name of Officer: Tim O. Peterson
Title: Treasurer