

BYLAWS OF BIRDCAGE THEATRE, INC.

A California Nonprofit Public Benefit Corporation

(As revised by vote of the general membership on April 29, 2002, and further amended at general membership meetings on February 17, 2003, February 13, 2009 and February 24, 2010.)

MISSION STATEMENT

The primary purpose for which this corporation was formed is to encourage and assist in the development of skills in, and appreciation for, the performing arts, and to contribute to the community's culture through theatrical experiences. This mission includes, but is not limited to, the following: promoting education and involvement in the performing arts, providing area residents with opportunities for participation in, and appreciation for, the theater arts; encouraging training and education for both young people and adults in the performing arts; encouraging cultural diversity; and, where possible, to foster appreciation for serious drama as well as new, original drama by local and other writers.

ARTICLE I: OFFICES

- A. Principle Offices. The principle office of the corporation in the State of California shall be located in the City of Oroville, County of Butte, State of California.
- B. Other Offices. The corporation may have such offices within the County of Butte, State of California, as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERSHIP

- A. Classes of Membership. The corporation shall have only two classes of members as defined by the Corporations Code Section 5056. Such members are hereinafter referred to as 'active members and contributing members.' Any one person or entity may hold only one membership. No person shall hold a fractional membership. The corporation shall refer to certain qualified persons associated with it as contributing members, pursuant to Corporation Code Section 5332.
- B. Voting Rights. In all matters in which a membership vote is either required by the bylaws or authorized by the Board of Directors, each active and contributing member of the corporation shall be entitled to only one vote, which may be cast either in person, by mail, or via written proxy at the sole direction of the involved member.
- C. Qualifications of Contributing Membership. Any natural person or family and any organization or business entity which contributes not less than \$100.00 each calendar year and agrees to be bound by these bylaws, as well as any rules and regulations as the Board of Directors may from time to time adopt, is eligible for contributing membership in this corporation.
- D. Qualifications of Active Members.

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- a. Any person who performs at least twelve (12) hours of volunteer services to the corporation in any capacity during each calendar year is eligible for active membership.
 - a. Volunteer work shall be assigned only by a member of the Board of Directors, committee heads, or by the director of any theatrical production and may be assigned to such persons as are willing to so work on the basis of ability, need, work available, and the like.
 - b. The Board of Directors may establish one or more reasonable methods of certifying hours of work done for the purpose of qualifying active members. The Board of Directors may, within the scope of their duties for the benefit of the corporation, qualify a person for membership who has made a significant contribution to the corporation. There shall be no limit on the number of active members.
 - a. The Board of Directors may accept or reject, by majority vote of its members, a person's application for membership based on the failure of the applicant to abide by these bylaws or to comply with any of the reasonable rules or regulations of the corporation, or for other reasonable cause.
- E. Duration of Membership. Any person accepted for membership shall be a member from the time of their acceptance until the end of the next fiscal year.
- F. Property Rights. No member of any type shall have any right, title, or interest in any of the property or assets, including earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member of any type on the dissolution or winding up thereof.
- G. Liability of Members. No contributing or active member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall either kind of member be subject to any kind of assessment.
- H. Transfer. Membership of any type in the corporation is non-transferable.
- I. Termination. Membership and all rights thereof shall automatically terminate without further notice on the occurrence of any of the following:
- a. Voluntary resignation
 - b. Death
 - c. Dissolution of the Corporation
 - d. Non-payment of qualifying contributions
 - e. Where membership is issued for a period of time, the expiration date of such period of time.
- J. Involuntary Termination or Suspension. The Board of Directors shall have the power of a majority, of its members to suspend, expel, and terminate any member for proof by a preponderance of the evidence of conduct which disturbs the order, dignity, business, or harmony of the members or of the corporation, or which is reasonably likely to endanger the welfare, interest, or character of the corporation, or for any conduct in violation of these bylaws or of the reasonable rules and regulations of the organization which may be enacted with notice from time to time. Such action of the Board of Directors may be taken at any meeting of the Board after compliance with the following:

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- a. A notice stating the charges and reasons therefore shall be given personally to such member or sent by first class mail at least 20 days in advance to the last address of such members as shown on the records of the Corporation. The member in question shall be afforded the opportunity to be heard, be it oral or in writing, no less than five days before the effective date of the action. The hearing shall be conducted at a reasonable location designated by the Board of Directors, before the Board of Directors.
- b. The hearing shall proceed as follows:
 - i. The charges against the subject member shall be read;
 - ii. Evidences of the charges shall be presented by the person or persons making them;
 - iii. The subject member may question or cross examine each witness following the testimony of that witness; and may examine and object to any evidence presented, when presented;
 - iv. The subject member may at the close of evidence against him, make a statement in his or her own behalf.
 - v. The subject member may then call witnesses or present evidence in his or her own behalf.
- c. Members of the board conducting the hearing may question any witness at any time during the hearing.
- d. The Board conducting the hearing shall conduct the hearing in good faith and in a fair and respectable manner. The Board shall have the exclusive power and authority to decide whether the proposed action shall or shall not take place. The decision of the Board of Directors as a result of such hearing shall be final and conclusive.

ARTICLE III: MEETINGS OF THE MEMBERS

- A. Annual Meeting. An annual meeting of the members shall be held in February of each calendar year on the date that the Board of Directors may from time to time by resolution designate. Nomination and election of directors shall take place at such annual meeting, and any other corporate business properly before the meeting may also be conducted.
- B. Special Meetings. Special meeting of the member may be called by the president, by the Board of Directors, or by not less than five percent of the members entitled to vote upon written request or delivery to the Secretary.
- C. Place of Meetings. The Board of Directors may designate any place within Oroville, California, as the place for any annual or special meeting of members.
- D. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the general membership shall be delivered personally or deposited in the mail, to each member entitled to vote at such meetings, not less than 20 nor more than 90 days prior to the date of such meeting. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States postal

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service, postage prepaid, addressed to the member at the address as it appears on the books of the corporation at the time of mailing.

- E. Quorum. Members holding 35% of total votes which may be cast at any meeting shall constitute a quorum at such meeting.
- F. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member prior to vote. Such proxy must specify “yea” or “nay” on selected candidates or measures. Proxy may not substitute nor may proxy vote on non-specified items.
- G. Form of Vote. Voting may be by written ballot distributed to each member, by roll call, or by show of hands. The Board by resolution may provide for voting by mail and for the procedure by which Directors or officers are to be elected.
- H. Conduct. The Robert’s Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules aim not inconsistent with or in conflict with these bylaws, the Articles of Incorporation of the Corporation or the laws the State of California.

ARTICLE IV: BOARD OF DIRECTORS

- A. Numbers and Qualifications. The corporation shall have ten (10) Directors who shall be known as the Board of Directors. The Directors of the corporation shall be residents of the State of California, and shall also be active or contributing members of the corporation.
- B. Election. Directors shall be elected at the February meeting of the members. The term of office of each director shall be two (2) years until a successor shall be duly elected. The terms of directors shall be staggered so that ½ of the total number of directors shall be elected in odd years, and ½ the total number of directors shall be elected in even years. The Board of Directors shall appoint a nominating committee of no fewer than three (3) members, which shall submit at the February meeting nominations to fill those positions on the board which shall expire. Additional nominations may be made by the general membership. All nominees must be present at this election, unless otherwise excused by the President. A Director may serve more than one term.
- C. Assumption of Office. New members of the Board of Directors shall assume their duties within 60 days after they are elected. They shall be present for Board Meetings in the preceding one or two months in order to become familiar with the workings of the Board.
- D. Vacancy of Office. In the event of a Directorship becoming vacant for any reason whatsoever, such vacancy shall be filled by majority vote of the remaining Directors and such appointees shall serve for the duration of the term of the Individual being replaced.
- E. Powers. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may delegate any powers to such officers and agents as the Board may designate.

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- F. Compensation. The Directors shall serve without compensation except they may be reimbursed for their actual and necessary expenses incurred in attending meetings. Any and all expenses incurred by a Director must be approved by the Board prior to payment thereof.
- G. Removal of Director. The Board may declare vacant the office of a Director who has died, resigned, whose membership has been suspended or terminated, who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any of his duties imposed by law. In addition, any or all Directors may be removed from office without cause upon the affirmative vote of a majority of a membership quorum taken at any special meeting called – specifically, in part or whole, therefore. A member of the Board is subject to removal by the Board if they miss three consecutive meetings without reasonable cause.
- H. Meetings. The Board of Directors shall meet monthly. Special meetings may be called by the president or by any three (3) directors. Notice of each special meeting shall be given to each director at least forty-eight (48) hours prior to the meeting.
- I. Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided a quorum of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Actions by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the Board of Directors without a meeting, and that the bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. Should an emergency situation arise, the president may take action necessary to ameliorate the condition without prior approval.
- J. Liability of Directors. The Directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.
- K. Quorum. A majority of the Directors, including vacant directorships shall be necessary to constitute a quorum for the transaction of business.

ARTICLE V: OFFICERS

- A. Officers. The officers of the corporation shall be a president, one vice-president, a secretary, and a treasurer. The Board of Directors may elect to appoint such other officers as required.
- B. Election and Term of Office. The officers of this corporation shall be elected annually by the Board of Directors at the first regular meeting following annual election of Directors created and filled at any meeting of the Board.
- C. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the corporation would be thereby best served.

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- D. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.
- E. President. The President shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The President shall preside at all meetings of members and of Directors. The President shall only vote to break a tie. The President and at least two other persons shall perform the following duties:
- a. Determine the number of voting memberships outstanding and the voting power of each, the number of members represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
 - b. Receive votes, ballots, or consents;
 - c. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
 - d. Count and tabulate all votes and consents;
 - e. Determine when the polls shall close;
 - f. Determine the result;
 - g. Do such acts as may be proper to conduct the election or vote with fairness to all members.
- F. Vice-President. The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so doing, shall have all the powers of and be subject to all the restrictions upon the President.
- G. Treasurer. The Treasurer shall keep and maintain accurate and correct books of account showing the properties and transactions of the corporation, which book of account shall, at reasonable times, be open to inspection by any member. The Treasurer shall have charge and custody of all funds and accounts of the corporation, and deposit and disburse the same as ordered by the Board of Directors. The Treasurer shall submit to the Board of Directors, at each regular meeting thereof and whenever the Board may require, an account of the transactions as treasurer, and a financial statement of the corporation in form satisfactory to the Board of Directors. The Treasurer shall have other powers and perform other duties as may, from time to time, be prescribed by the Board of Directors. The corporation may give a bond at such sum and with such surety or sureties as the Board may deem appropriate.
- H. Secretary. The Secretary shall keep, at the principle office of the corporation, a book of minutes of all meeting of members and of the Board Directors, and a register showing the names and addresses of members and directors which shall, at all reasonable times, be open to inspection by any member or director. The Secretary shall be the custodian of records and files of the corporation and shall give and serve all notices of the corporation. The Secretary shall have such other powers and shall perform such other duties as are incidental to the office or may, from time to time, be prescribed by the Board of Directors.

ARTICLE VI: COMMITTEES

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The President, with the approval of the Board of Directors, shall appoint such committees as are deemed necessary.

ARTICLE VII: CONTRACT, CHECKS, DEPOSITS AND FUNDS

Under the oversight of the President, all business, including Contracts, Checks, Deposits, and Funds will be conducted in accordance with appropriate Federal, State, and Local laws.

ARTICLE VIII: MISCELLANEOUS

- A. Fiscal Year. The fiscal year of the corporation shall be June 1 to May 31.
- B. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the registered or principal office a membership book giving all the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by and Director, or member, or agent or attorney of either, for any proper reason at any reasonable time.
- C. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Public Benefit Corporation Law of California, or under the provisions of the Articles of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- D. Corporate Seal. The Corporation may have a common corporate seal, consisting of a circle having in its center the date of incorporation and on its circumference the words 'BIRDCAGE THEATRE, INC., A Corporation, The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to the corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.
- E. Annual Reports. The Board shall cause an annual report to be available to the members at the Corporate office not later than 60 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate, detail the following.
 - a. The assets and liabilities, including the trust funds, during the fiscal year.
 - b. The principle changes in assets and liabilities including the trust funds, during the fiscal year.
 - c. The revenue or receipts of the corporation, both in unrestricted and restricted to particular purposes, for the fiscal year.
 - d. The expenses or disbursements of the corporation, both general and restricted purposes, for the fiscal year.
 - e. Any Information required by Corporation Code Section 6322.

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The report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement was prepared without audit from the books and records of the corporation.

ARTICLE IX: AMENDMENT OF BYLAWS

A. Powers. The bylaws of this Corporation may be amended, repealed, or added to or new bylaws may be adopted by a majority vote of the membership present at the Annual Meeting or any special meeting of the members called for such specific purpose. In no event shall the Board of Directors have the power to amend these bylaws.

