

BYLAWS

Of

SkyPilot Theatre Company

A California non-profit corporation

ARTICLE 1. NAME AND PRINCIPAL OFFICE

- 1.1 **Name.** The name of the corporation is SkyPilot Theatre Company. The corporation may conduct its activities and projects under said name.
- 1.2 **Principal Office.** The principal office of the corporation shall be designated by the Board of Directors in Los Angeles County, as determined from time to time.

ARTICLE 2. PURPOSE

2. **General Purpose.** The general purposes and powers for which this Corporation is organized and formed are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California. The Corporation is committed to the objectives of its “Mission Statement”, including but not limited to: supporting, promoting, providing to and serving the Greater Los Angeles Metropolitan Area by offering access to the visual and performing arts through live performances, educational programs, public service programs, out-reach programs, and other community-based programs, among others, and an arena for educators, teachers, writers, actors, directors and designers.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501 (h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 3. MEMBERSHIP

- 3.1 **Membership.** Members shall be approved in accordance with the Membership Rules adopted by the Board of Directors. Adoption of these Bylaws approves the Rules set forth in an attachment to these Bylaws.

The Artistic Director appointed by the Board of Directors shall also be deemed a member.

3.2 **Associated Persons.** The Corporation may refer to persons or entities associated with it as “members” even though those persons and entities are not members as set forth in Section 5056 of the California Corporations Code.

3.3 **Suspensions, Expulsion.** A Member may be suspended, expelled or terminated by the Board for a violation of the Articles, By-Laws, and Rules of the Board for Members.

3.3.1 No suspension, expulsion or termination of a Member shall take place until the Member involved is given a written notice thereof and the reasons therefore at least fifteen days in advance of the proposed suspension, expulsion or termination. The Member involved shall have the opportunity to be heard by the Board, orally or in writing, not less than five days before the effective date of the proposed suspension, expulsion or termination. Notice required by this Section shall be given in accordance with Section 5.4 of these By-Laws, except that the notice given by mail shall be given by first-class mail or registered mail and/or electronic mail sent to the last address of the Member shown on the Corporation’s records.

3.3.2 A Member who is suspended or expelled or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

3.3.3 A Member is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE 4. BOARD OF DIRECTORS

4.1 **Powers**

A. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business, funds and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to (1) select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation; (2) borrow money and incur indebtedness on behalf of the Corporation and cause

to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities; (3) contract, rent, buy or sell personal or real property; and (4) control and manage the affairs, funds and property of the Corporation. The Board of Directors shall not permit any part of the activities, projects, earnings or capital of the Corporation to inure (directly or indirectly) to or for the benefit of any private individual.

4.2 **Number of Directors.** The Authorized number of elected Directors shall be six (6), plus the Artistic Director and the Chief Executive Officer. The minimum number of voting Directors shall be five and shall be increased upon a vote by the Board of Directors.

4.3 **Nomination of Directors.**

- A. **Board Nominating Committee.** The Board of Directors shall appoint the members of the of the Nominating Committee. The Nominating Committee shall identify qualified candidates for election to the Board of Directors at least fourteen (14) days before the date of any Members annual meeting for the election of Directors. The Nominating Committee shall make its report to the Members and Board of Directors at least fourteen (14) days before the date of the annual meeting, and the Corporation's Secretary shall forward to each Director and Member with the notice of meeting a list of candidates nominated.
- B. The Nominating Committee shall also be responsible for recommending to the Board of Directors a slate of officers for nomination to elected positions. The Nominating Committee shall also select a candidate or candidates for a Director to fill the vacancy of a Directorship within thirty (30) days of the occurrence of the vacancy. The Corporation's Secretary shall forward to each Director and Member with the notice of meeting a list of candidates nominated.
- C. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all MEMBERS to choose among the nominees.
- D. **Categories of Directors.** The Corporation shall have two (2) categories of directors who may be part of the Board of Directors:

1. **Elected Directors.** The duly elected persons who are elected to the Board (other than the Artistic Director and any Ex Officio Board Members) shall be referred to as “Directors” or “Elected Directors.” A Director does not have to be a Member of the Corporation.
2. **Ex Officio Directors.** The Board of Directors may, from time to time, designate by majority vote, a person who previously served on the Board and/or particular office-holder to serve as a non-voting Member of the Board (referred to herein as an “Ex Officio Director”), including but not limited to (i) the Chairperson of the Advisory Board; (ii) previous Elected Directors.

E. Vote Required to Elect Director. Each Board Member shall be able to vote for as many Directors as are set by the Board. Candidates equal to the number of Directors set by the board receiving the highest number of votes at the annual meeting of the Members, shall be elected as Elected Directors.

- 4.4 **Terms of Office.** Directors elected for the first year following formation of the Corporation, shall serve for a term of four (4) years, subject to termination of a 2/3 vote by remaining Board Members.
- 4.5 **Election of Directors.** Directors shall be elected at a Voting Board Members meeting held after the formation of the Corporation and thereafter at each annual meeting of the Voting Board Members. However, if any annual meeting is not held or the Directors are not elected at any annual meeting, or Directors are to be elected to fill a vacancy on the Board, they may be elected at any regular meeting of the voting Board Members or at any special meeting of the Voting Board Members held for that purpose, provided that the nominating procedure specified in Section 4.3(B) has been followed. Elected Directors must be elected by the Voting Board Members and are never to be appointed by the President or any other officer.
- 4.6 **Election of Chair.** The Board President shall act as the Chairman of the Board and preside at all Board Meetings. If for any reason the President cannot preside at any meeting, the First vice President shall preside.
- 4.7 **Vacancies.**
- A. Events Causing Vacancy.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal of any Director; (2) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of Court or conviction of a felony or

has been found by final order or judgment of any Court to have breached a duty under sections 5230 through 5239 of the California Corporations Code; and (3) the increase of the authorized number of Directors.

- B. Resignations.** Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.
- C. Temporary Appointment of Directors.** Notwithstanding the provisions of Sections 4.3 and 4.5. the Board of Directors may elect a Director to serve for a maximum of sixty (60) days or until the earlier election by the Board of Directors of a replacement Director nominated by the Nominating Committee.
- D. No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.
- E. Restriction of Interested Directors.** Not more than fifty percent (50%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation to the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

- 4.8 **Removal of Directors.** A Director may be removed in accordance with California law and under these Bylaws. A Director may be removed by a majority vote of the Board of Directors if that Director (a) fails to attend regular Board meetings within twelve (12) calendar months without having transmitted to the President, in advance of each such meeting, a reasonable and legitimate excuse for failure to so attend; or (b) fails to meet the agreed requirements and standards for service and attendance as established by the Board of Directors, including the Membership Rules. Any Director (Advisory Board Members, and the Artistic Director) may be removed for any other reason by a three-quarter (3/4) vote of the uninterested Directors.

ARTICLE 5. MEETINGS

- 5.1 **Annual Meeting.** There shall be an annual meeting of Voting Board Members held each year upon at least fourteen (14) calendar days notice to the Members, for the purpose of electing Directors (if a Director is resigning or if there will be a vacancy) and for the transaction of other business specified in the notice of the annual meeting. Immediately following each annual Voting Board Members meeting, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this regular meeting shall not be required.
- 5.2 **Regular Meetings.** Regular meetings of the Voting Board Members shall be held at such time as shall be fixed from time to time by the President, the Vice-President, the Artistic Director, or a majority vote of the Board of Directors. Regular meetings shall be held with a minimum notice of fourteen (14) calendar days.
- 5.3 **Special Meetings.** Special Meetings of the Board of Directors for any purpose may be called, upon notice of at least three (3) business days, at any time by the President, the Vice-President, the Artistic Director and any two (2) voting members.
- 5.4 **Notice.**
- A. Manner of Giving.** Notice of time and place of meetings of the Board of Directors, shall be given to the Members and Directors five (5) days in advance by one of the following methods: (1) by written notice; (2) by telephonic communication, either directly to the Members or the Directors or to a person at the Member's or Director's office or home who would reasonably be expected to communicate such notice promptly to the Directors; (3) by facsimile; or (4) by E-Mail. All such notices shall be given or sent to the Member's and Director's address or telephone number or E-Mail address as shown on the records of the Corporation.
- B. Time Requirements.** Notices sent by first class shall be deposited into a United States mailbox at least three (3) working days before the minimum notice time set forth in these Bylaws.
- C. Notice Contents.** The notice shall state time and place for, and the purpose of, the meeting.
- 5.5 **Quorum For Members Meeting.** Four (4) Members at an annual meeting or at a duly noticed meeting shall constitute a quorum for the transaction of business.

- 5.6 **Quorum for the Board of Directors.** Four (4) voting Directors at a duly noticed meeting shall constitute a quorum for the transaction of business for the Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (2) appointment of committees; and (3) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting, except the remaining Directors may vote to adjourn and set another meeting date and time.
- 5.7 **Meetings by Telephone.** Any director may participate in a meeting by telephone or video conferencing.
- 5.8 **Reimbursement of Directors' Expenses.** Directors and members of committees may receive reimbursement of out-of-pocket expenses. The Board of Directors may set guidelines for reimbursement to assure just and reasonable classes of expenses to the eligible for reimbursement.
- 5.9 **Fees and Compensation of Directors.** Elected Directors and members of a Directors Committee shall not receive any compensation for their services as a Director. Nothing herein shall be construed to preclude any Elected Director from serving the Corporation in any other capacity as an employee, consultant, independent contractor or otherwise, and receiving compensation for such services.
- 5.10 **Proxy Voting.** A Director may vote using a proxy vote by a notice in writing or by telephone or E-Mail to any other Voting Director.
- 5.11 **Rules of Order** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE 6. COMMITTEES

- 6.1 **COMMITTEES.** The Board of Directors may establish one or more committees, each of which shall consist of one (1) or more Directors and may include additional non-Directors, to serve at the pleasure of the Board. No committee shall have any power independent of the Board and Board approval, unless

otherwise provided for in these Bylaws. The President shall nominate the Chairman and each member of each committee who shall be appointed by the Chief Executive Officer. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of California. Each committee shall prepare a written report to the Board of Directors when requested.

6.2 **STANDING COMMITTEES.** Unless the Board determines otherwise, the following standing committees shall be established by the Board of Directors; (1) Executive Committee; (2) Membership Committee; (3) Finance Committee; (4) Fundraising Committee.

A. **Executive Committee.** The Executive Committee shall consist of members of the Board of Directors.

(1) The committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members.

(2) All decisions, actions, inactions and recommendations by the Executive Committee shall be reported to the Board of Directors at its next meeting.

B. **Membership Committee.** The Membership Committee shall have the responsibility to keep attendance records for company events designated by the Board of Directors and to monitor, investigate, report to and recommend action by the Board concerning any violation by a Member established in the Rules as the Board shall adopt.

C. **Finance Committee.** The Finance Committee shall:

(1) Review and recommend to the full Board for approval annual operating budgets regular financial statements of activity; and draft, review and revise overall financial policies of the organization, subject to Board approval.

(2) Recommend to the Board an appropriate fiscal year for the corporation.

(3) Recommend to the Board amendments and revisions to financial and accounting policies.

D. **Fundraising Committee.** The Fundraising Committee shall:

- (1) Recommend to the full Board annual fundraising goals (including, but not limited to income from grants, corporate, foundation, individual and special events) consistent with the annual operating budget process approved by the Board.
- (2) Monitor and implement all fundraising projects and efforts approved by the Board.

- 6.3 **Other Committees.** The Board may by resolution at any meeting of the Board designate (1) standing committee; (2) advisory committee; and/or (3) ad hoc committees of the Board (including but not limited to a Marketing Committee; Planning Committee; Personal Committee; and/or building Committee). Unless otherwise provided in these Bylaws, each committee of the Board shall have at least three members. The membership composition of each advisory committee, except as provided herein, shall be within the discretion of the Board. Each committee member shall have one vote for all matters decided by the committee.
- 6.4 **Advisory Committee.** The Board may, from time to time, designate by majority vote one (1) or more persons to serve as members of an advisory committee (the “Advisory Board”). The Advisory Board shall consist of noted individuals who are community, educational and entertainment industry leaders. Members of the Advisory Board shall be available from time to time to perform special assignments specified by the President or the Artistic Director, to attend meeting of the Board upon invitation, and to furnish consultation to the Board. The term of each Advisory member shall be prescribed by the Board of Directors. If no period is prescribed, the term shall be at the pleasure of the Board.
- 6.5 **Committee Meetings.** Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE 7. OFFICERS

- 7.1 **Board Members.** Members of the Board of Directors shall be a Chief Executive Officer; President; Vice President(s); a Secretary and a Treasurer. The Corporation may also have, at the discretion of the board of Directors, a Chairman of the Board, one or more additional Vice-Presidents, Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be elected by the Board of Directors. The Artistic Director shall serve as the Chief Executive Officer, unless the Board at any time elects another person to serve. Officers must be elected by the Board, and shall not be appointed by the President or any other officer. Any

number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

7.2 Responsibilities of Officers.

- A. Chief Executive Officer.** The Chief Executive Officer shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the offices of the corporation. She/he shall have such other powers and duties as may be prescribed by the board of Directors.
- B. President.** The President, subject to the supervision of the Chief Executive Officer, shall supervise the activities of the Corporation. She/he shall preside at all meetings of the Board of Directors. The President shall be responsible for the coordination and activities of all Board Committees including the Executive Committee.
- C. Vice-President(s).** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. A Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or President.
- D. Secretary.** The Secretary shall attend to the following:
- (1). Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
- (2). Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws to be given. She/he shall keep the Seal of the Corporation in safe custody. She/he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- (3). Correspondence.** The Secretary shall be responsible for the preparation of all correspondence from the Board to the Members and to Directors from the Chief Executive Officer and the President. Further he/she shall be responsible for correspondence to third parties requested by the Board, the Chief Executive Officer or the President.

E. **Treasurer** The Treasurer shall attend to the following:

(1). **Books of Account.** The Treasurer, who shall be the Chief Financial Officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, fund balances, annual audit and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(2). **Deposit and Disbursement of Money and Valuables.** The Chief Executive Officer or Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of her/his transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(3). **Bond.** If required by the Board of Directors, the Treasurer shall cause the Corporation to obtain a bond for any and all Directors, officers, employees, agents and others as designated by the Executive Committee and approved by majority vote of the Board in the amount and with the surety or sureties specified by the Board.

(4). **Finance Committee.** The Treasurer shall be a member and Chairperson of the Finance Committee.

(5). **Audits.** The Treasurer in consultation with the Finance Committee shall cause audits, every two (2) years, of the Corporation's books and records to be conducted by an outside accounting firm.

7.3 **Banking.** To provide for a depository for the funds of the Corporation and to authorize certain officers to deal with the Corporate funds, the following shall be applicable.

A. The Board of Directors shall select and designate a federally insured banking institution or institutions as a depository of funds of this Corporation, and that checking accounts, deposit accounts and trust accounts be established and maintained by and in the name of this Corporation at such bank and subject to

such terms and conditions as any two (2) of the designated officers of the Corporation may from time to time agree on with said bank.

B. The Chief Executive Officer and/or Treasurer of the Corporation, and such other persons designated by the Board, are authorized to execute and endorse checks; drafts; withdrawals; deposits; instruments of indebtedness; and other items for and on behalf of this Corporation as approved by the Board.

ARTICLE 8. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

8.1 **Indemnification.** The Corporation may defend and indemnify an officer or an agent of the Corporation against liability or expense, as authorized by the Board in the specific case, upon determination by the Board that indemnification of the officer or agent is proper in the circumstances and because the officer or agent has met the applicable standard of conduct set forth in the California Corporations code, and in other applicable law. Such determination shall be made by a majority vote of a quorum consisting of Directors who are not seeking to be indemnified. No indemnification or advance of expenses shall be made in any circumstance where it would appear to be inconsistent with the Articles of Incorporation, the Bylaws, or an agreement prohibiting or otherwise limiting indemnification. No provision made by the Corporation to indemnify shall be inconsistent with California Corporations Code and other applicable law. Notwithstanding any other provision, an officer or agent shall be indemnified against expenses to the extent the agent has been successful on the merits in any proceeding described in California Corporations Code §5238(d).

8.2 **Insurance.**

- A.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer or agent of the Corporation against any liability asserted against or incurred by the officer or agent in such capacity or arising out of the officer's or agent's status as such, whether or not this corporation would have the power to indemnify the agent against the liability.
- B.** The Board of Directors may, to the extent permitted by applicable law, adopt a resolution authorizing the purchase and maintenance of directors and officers liability insurance within acceptable standard for not for profit organizations boards of directors.

ARTICLE 9. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

9. The Corporation shall keep at its principal executive office, the original or a copy of the Articles of Incorporation and Bylaws, as amended, to date, which shall be open to inspection by any Director or Member at all reasonable times during office hours.

ARTICLE 10. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

10. The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

ARTICLE 11. INSPECTION BY DIRECTORS AND MEMBERS

11. Every Director and Member shall have the absolute right at any reasonable time, after giving the President or Secretary prior notice of at least two (2) business days, to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director or Member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE 12. ANNUAL REPORT TO DIRECTORS

12. The Treasurer shall provide to the Directors, within 90 days of the close of its fiscal year, an annual financial report containing the following information in reasonable detail applicable to not-for-profit corporations:
 - A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - B. The principal changes in assets, liabilities, and condition, including trust funds, during the fiscal year.
 - C. The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - D. The expenses and disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

CERTIFICATE BY SECRETARY

I, the undersigned, hereby certify that:

1. I am the presently elected and acting corporate Secretary of SKYPILOT THEATER COMPANY, a California non-profit corporation.
2. The above and foregoing Bylaws, consisting of ___ pages, including this Certificate and attached Membership Rules, are true and correct copy of the Bylaws of the Corporation as duly adopted by approval of the Board of Directors of the Corporation at a meeting duly held on _____, 20__

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this _____ day of _____, 20__